

Hearing Date: December 20, 2012 at 10:00 a.m. (ET)
Objection Deadline: TBD

**CURTIS, MALLET-PREVOST,
COLT & MOSLE LLP**

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Steven J. Reisman
Maryann Gallagher

*Conflicts Counsel for the Debtors and
Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X
In re: : Case No. 12-12020 (MG)
:
RESIDENTIAL CAPITAL, LLC, et al.,¹ : Chapter 11
:
Debtors. : Jointly Administered
-----X

**SUMMARY OF THE FIRST INTERIM APPLICATION OF
CURTIS, MALLET-PREVOST, COLT & MOSLE LLP, AS CONFLICTS COUNSEL TO
THE DEBTORS AND DEBTORS IN POSSESSION, FOR ALLOWANCE AND
PAYMENT OF COMPENSATION FOR PROFESSIONAL SERVICES RENDERED
AND FOR REIMBURSEMENT OF ACTUAL AND NECESSARY EXPENSES
INCURRED FROM MAY 14, 2012 THROUGH AND INCLUDING AUGUST 31, 2012**

¹ The names of the Debtors in these cases and their respective tax identification numbers are identified on Exhibit 1 to the affidavit of James Whitlinger, Chief Financial Officer of Residential Capital, LLC, in support of the Debtors' "first day" pleadings [Docket No. 6], dated May 14, 2012.

NAME OF APPLICANT:	CURTIS, MALLET-PREVOST, COLT & MOSLE LLP
AUTHORIZED TO PROVIDE PROFESSIONAL SERVICES TO:	RESIDENTIAL CAPITAL, LLC., <i>ET AL.</i> DEBTORS AND DEBTORS-IN-POSSESSION
DATE CASE FILED:	MAY 14, 2012
DATE OF RETENTION:	ORDER ENTERED ON JULY 16, 2012, RETAINING CURTIS, MALLET-PREVOST, COLT & MOSLE LLP <i>NUNC PRO TUNC</i> TO MAY 14, 2012 [DOCKET NO. 781]
PERIOD FOR WHICH COMPENSATION AND REIMBURSEMENT IS SOUGHT:	MAY 14, 2012 THROUGH AND INCLUDING AUGUST 31, 2012
AMOUNT OF COMPENSATION SOUGHT AS ACTUAL, REASONABLE AND NECESSARY:	\$496,548.50
AMOUNT OF EXPENSE REIMBURSEMENT SOUGHT AS ACTUAL, REASONABLE AND NECESSARY:	\$3,093.40
TOTAL COMPENSATION AND EXPENSE REIMBURSEMENT REQUESTED:	\$499,641.90
TOTAL COMPENSATION AND EXPENSES PREVIOUSLY REQUESTED AND AWARDED:	NONE
BLENDED RATE OF PROFESSIONALS AND PARAPROFESSIONALS:	\$490.29
BLENDED RATE OF PROFESSIONALS:	\$639.09

This is a(n): _____ monthly X interim _____ final application.

Summary of Monthly Fee Statements For The First Interim Fee Period
(May 14, 2012 Through and Including August 31, 2012)

Date Served	Compensation Period	Requested Fees	Requested Expenses	Fees Paid	Expenses Paid	20% Holdback
8/1/12	5/14/12 – 6/30/12	\$272,421.00	\$2,612.70	\$0.00	\$0.00	\$54,484.20
9/12/12	7/1/12 – 7/31/12	\$147,453.50	\$211.11	\$0.00	\$0.00	\$29,490.70
10/17/12	8/1/12 – 8/31/12	\$76,674.00	\$269.59	\$0.00	\$0.00	\$15,334.80
TOTAL	5/14/12 – 8/31/12	\$496,548.50	\$3,093.40	\$0.00	\$0.00	\$99,309.70

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Exhibit B	Summary of Time by Project Category for the First Interim Fee Period
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Exhibit D	Summary of Expenses and Disbursements for the First Interim Fee Period
Exhibit D-1	Detail of Expenses and Disbursements for the First Interim Fee Period
Exhibit E	Time Records for the First Interim Fee Period

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**FIRST INTERIM APPLICATION OF
CURTIS, MALLET-PREVOST, COLT & MOSLE LLP AS CONFLICTS COUNSEL TO
THE DEBTORS AND DEBTORS IN POSSESSION FOR ALLOWANCE AND
PAYMENT OF COMPENSATION FOR PROFESSIONAL SERVICES RENDERED
AND REIMBURSEMENT OF ACTUAL AND NECESSARY EXPENSES INCURRED
FROM MAY 14, 2012 THROUGH AND INCLUDING AUGUST 31, 2012**

Curtis, Mallet-Prevost, Colt & Mosle LLP (“Curtis”), conflicts counsel for the above-captioned debtors and debtors in possession (collectively, the “Debtors”), submits this first interim fee application (the “Application”) pursuant to sections 327, 330(a), 331, and 503(b) of title 11 of the United States Code (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) and Rule 2016-1 of the Local Bankruptcy Rules for the Southern District of New York (the “Local Bankruptcy Rules”) for (a) the interim

¹ The names of the Debtors in these cases and their respective tax identification numbers are identified on Exhibit 1 to the affidavit of James Whitlinger, Chief Financial Officer of Residential Capital, LLC, in support of the Debtors’ “first day” pleadings [Docket No. 6], dated May 14, 2012.

allowance of compensation in the aggregate amount of \$496,548.50 for professional services performed and the reimbursement of actual and necessary expenses in the aggregate amount of \$3,093.40 incurred by Curtis during the period from May 14, 2012 through and including August 31, 2012 (the “First Interim Fee Period”) and (b) payment of the unpaid portion of such allowed fees and expenses, including amounts held back pursuant to the Interim Compensation Order (as defined herein) in the amount of \$99,309.70 (the “Holdback”). In support of the Application, Curtis respectfully states as follows.

Jurisdiction

1. The United States Bankruptcy Court for the Southern District of New York (the “Court”) has jurisdiction over this matter pursuant to 28 U.S.C. § 1334. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2).

2. Venue is proper pursuant to 28 U.S.C. § 1408.

3. The bases for the relief requested herein are sections 327, 330(a), 331, and 503(b) of the Bankruptcy Code, Bankruptcy Rule 2016, and Local Bankruptcy Rule 2016-1.

Compliance with the Guidelines

4. The Application was prepared in accordance with (a) the Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases (the “Local Guidelines”) established and adopted by the Court pursuant to *General Order M-389*, (b) the *United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330*, adopted on January 30, 1996 (the “UST Guidelines”), and (c) the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals* [Docket No. 797] (the “Interim Compensation Order” and, together with the Local Guidelines and the UST Guidelines, collectively, the “Guidelines”).

5. Pursuant to, and consistent with, the relevant requirements of the Guidelines, as applicable, the following exhibits are annexed hereto:

- a. **Exhibit A** contains a certification by the undersigned counsel regarding compliance with the Guidelines;
- b. **Exhibit B** contains a list of Curtis' project categories, in accordance with the activity codes recommended by the Guidelines, and the total time billed to each category;
- c. **Exhibit C** contains a billing summary for the First Interim Fee Period that includes the name of each attorney and paraprofessional for whose work compensation is sought, each attorney's year of bar admission and area of practice concentration, the aggregate time expended by each professional and each paraprofessional and the corresponding hourly billing rate at Curtis' current billing rates, and an indication of the individual amounts requested as part of the Application; and
- d. **Exhibit D** contains a summary of Curtis' total actual and necessary out-of-pocket expenses and disbursements during the First Interim Fee Period. In addition, attached hereto as **Exhibit D-1** is a schedule of all the expenses incurred during the First Interim Fee Period.
- e. **Exhibit E** contains Curtis' time records and expenses for the First Interim Fee Period prepared and submitted in accordance with the Guidelines.

Disclosure of Compensation and Requested Award

6. By the Application, Curtis requests (a) an aggregate award for the First Interim Fee Period of \$496,548.50 for fees for services rendered and \$3,093.40 for reimbursement of actual expenses, for a total request of \$499,641.90 and (b) payment of the Holdback.

7. During the First Interim Fee Period, after internal review, as a courtesy to the Debtors, Curtis took voluntary reductions in fees in excess of \$5,000. In addition, Curtis incurred expenses totaling \$6,233.68 that it has not charged to the Debtors in accordance with the terms of its engagement agreement with the Debtors.

8. During the First Interim Fee Period, Curtis provided the "notice parties" (as defined by the Interim Compensation Order) with the following monthly fee statements:

- a) For May 14, 2012 through June 30, 2012 – fees of \$272,421 and expenses of \$2,612.70 (the “May 2012 Through June 2012 Fee Statement”);
- b) For July 1, 2012 through July 31, 2012 – fees of \$147,453.50 and expenses of \$211.11 (the “July 2012 Fee Statement”); and
- c) For August 1, 2012 through August 31, 2012 – fees of \$76,674 and expenses of \$269.59 (the “August 2012 Fee Statement”, and together with the May 2012 Through June 2012 Fee Statement and the July 2012 Fee Statement, the “Monthly Fee Statements”).

9. No objections to the Monthly Fee Statements have been made. Curtis has not yet received payment for any of its fees and expenses requested in the Monthly Fee Statements.

10. The fees sought in the Application reflect an aggregate of 831.50 hours expended by Curtis professionals and paraprofessionals during the First Interim Fee Period rendering necessary and beneficial legal services to the Debtors at a blended average hourly rate of \$490.29 for both attorneys and paraprofessionals (or \$639.09 for attorneys only). Curtis maintains computerized records of the time expended in the performance of the professional services required by the Debtors and their estates. These records are maintained in the ordinary course of Curtis’ practice.

11. The hourly rates and corresponding rate structure utilized by Curtis in the chapter 11 cases are equivalent to the hourly rates and corresponding rate structure predominantly used by Curtis for restructuring, workout, bankruptcy, insolvency and comparable matters, and similar complex corporate matters whether in court or otherwise, regardless of whether a fee application is required. The rates and rate structure reflect that Curtis’ matters are typically national in scope and generally involve great complexity, high stakes, and severe time pressures.

12. Curtis’ hourly rates are set at a level designed to compensate Curtis fairly for the work of its attorneys and paraprofessionals and to cover fixed and routine overhead expenses.

Hourly rates vary with the experience and seniority of the individuals assigned. These hourly rates are subject to periodic adjustments to reflect economic and other conditions and are consistent with the rates charged elsewhere.

13. Curtis regularly reviews its bills to ensure that the Debtors are only billed for services that were actual and necessary. Moreover, in accordance with the Guidelines, Curtis regularly reduces its expenses, particularly expenses related to travel and overtime meals. In addition, in accordance with the terms of Curtis' engagement by the Debtors, Curtis has absorbed the cost of certain expenses that might otherwise be compensable under the Guidelines.

14. The Application is Curtis' first interim request for compensation for services rendered and reimbursement of expenses incurred as counsel to the Debtors.

Background

General Background

15. On May 14, 2012 (the "Petition Date"), each of the Debtors filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code. The Debtors are operating their businesses and managing their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. On May 14, 2012, the Court entered an order [Docket No. 59] authorizing the joint administration and procedural consolidation of the chapter 11 cases pursuant to Bankruptcy Rule 1015(b). On May 16, 2012, the United States Trustee for the Southern District of New York (the "U.S. Trustee") appointed an official committee of unsecured creditors pursuant to section 1102 of the Bankruptcy Code (the "Committee") [Docket No. 102]. On June 28, 2012 the Court entered an order approving the appointment of an examiner pursuant to section 1104(c) of the Bankruptcy Code [Docket No. 536], and on July 3, 2012, the Court approved Arthur J. Gonzalez as the examiner [Docket No. 674]

Retention and Disinterestedness of Curtis

16. On July 16, 2012, the Court entered the *Order Authorizing the Retention and Employment of Curtis, Mallet-Prevost, Colt & Mosle LLP as Conflicts Counsel for the Debtors and Debtors in Possession Nunc Pro Tunc to the Petition Date* [Docket No. 781] (the “Retention Order”), approving the Debtors’ employment and retention of Curtis *nunc pro tunc* to the Petition Date. Pursuant to the Retention Order, Curtis is authorized to be compensated on an hourly basis for professional services rendered to the Debtors and reimbursed for actual and necessary expenses incurred by Curtis in connection therewith.

17. As disclosed in the *Declaration of Steven J. Reisman in Support of Debtors’ Application for the Entry of an Order Authorizing the Retention and Employment of Curtis, Mallet-Prevost, Colt & Mosle LLP as Conflicts Counsel for the Debtors and Debtors in Possession Effective Nunc Pro Tunc to the Petition Date* (the “Declaration”) [Docket No. 527, Ex. 2], Curtis does not hold or represent any interest adverse to the Debtors’ estates and is a disinterested person as that term is defined in section 101(14) of the Bankruptcy Code as modified by section 1107(b) of the Bankruptcy Code.

18. Curtis may have in the past represented, may currently represent, and likely in the future will represent, parties in interest in connection with matters unrelated to the Debtors in the chapter 11 cases. In the Declaration, Curtis disclosed its connections to parties in interest that it has been able to ascertain using its reasonable efforts. Curtis will file additional declarations, as appropriate, if Curtis becomes aware of relevant and material new information.

19. Curtis performed the services for which it is seeking compensation by this Application on behalf of or for the Debtors and their estates, and not on behalf of any committee, creditor, or other entity.

20. Curtis has received no payment and no promises for payment from any source other than the Debtors for services rendered or to be rendered in any capacity whatsoever in connection with the chapter 11 cases.

21. Pursuant to Bankruptcy Rule 2016(b), Curtis has not shared, nor has Curtis agreed to share, (a) any compensation it has received or may receive with another party or person other than with the partners, counsel, and associates of Curtis or (b) any compensation another person or party has received or may receive from the Debtors.

Summary of Professional Services

22. To provide a meaningful summary of services rendered on behalf of the Debtors and their estates, Curtis has established, in accordance with the Guidelines and its internal billing procedures, the following matter numbers in connection with the chapter 11 cases that are applicable to this Application:

Matter Number	Matter Description
100	Case Administration
200	General Corporate Matters
210	Asset Analysis, Sales and Recoveries
300	General Claims and Equity Matters
350	Hearings and Court Matters
400	General Litigation Matters
410	Adversary Proceedings and Contested Matters
430	Automatic Stay/Adequate Protection Matters
700	Curtis Retention/Billing/Fee Applications

23. The following is a summary, by matter, of the most significant professional services rendered by Curtis in connection with its role as conflicts counsel during the First

Interim Fee Period. This summary is organized in accordance with Curtis' internal system of matter numbers. The detailed descriptions set forth in the Monthly Fee Statements and incorporated herein by reference demonstrate that Curtis was involved in performing reasonable and necessary services for the Debtors on a regular basis to meet the Debtors' needs in the chapter 11 cases.³

A. Case Administration (Matter #100)

Total Fees: \$113,931

Total Hours: 208.80

24. A total of 208.80 hours of services were performed and Curtis is seeking allowance of \$113,931 in fees. This matter covers services undertaken by Curtis attorneys and paraprofessionals in the general administration of the Debtors' chapter 11 cases. During the First Interim Fee Period, to fulfill its role as conflicts counsel to the Debtors and to be able to step in at a moment's notice for the Debtors' lead bankruptcy counsel, Morrison & Foerster LLP ("MoFo"), Curtis attorneys and paraprofessionals spent time on case administration to stay informed with respect to matters for which MoFo, had or may potentially have had a conflict of interest. Services rendered by Curtis in connection with case administration tasks included the monitoring of the case docket for pleadings with potential conflicts implications, reviewing and maintaining a case docket of significant pleadings with conflicts implications that were filed with the Court, development of internal action plans, distribution of responsibilities and coordination

³ This summary of services rendered prior to and during the First Interim Fee Period is not intended to be a detailed or exhaustive description of the work performed by Curtis but, rather, is intended to highlight certain key areas where Curtis provided services to the Debtors during the First Interim Fee Period. A summary description of the work performed in the First Interim Fee Period, categorized by project code, and those day-to-day services and the time expended in performing such services, is set forth in the Monthly Fee Statements.

of assignments related to conflicts matters among Curtis attorneys and paraprofessionals, and keeping a calendar of critical dates in the Debtors' chapter 11 cases.

B. General Corporate Matters (Matter #200)

Total Fees: \$1,413

Total Hours: 1.80

25. A total of 1.80 hours of services were performed and Curtis is seeking allowance of \$1,413 in fees. During the First Interim Fee Period, Curtis attorneys reviewed the Debtors' cash collateral, cash management, and debtor-in-possession financing documents and motions for conflicts purposes.

C. Asset Analysis, Sales and Recoveries (Matter #210)

Total Fees: \$17,289.50

Total Hours: 24.10

26. A total of 24.10 hours of services were performed and Curtis is seeking allowance of \$17,289.50 in fees. During the First Interim Fee Period, Curtis attorneys reviewed numerous pleadings filed in connection with the sale of certain of the Debtors' assets for conflicts purposes. In addition, Curtis attorneys were involved with negotiations related to the transfer of certain real estate owned property of the Debtors.

D. General Claims and Equity Matters (Matter #300)

Total Fees: \$125

Total Hours: 0.20

27. A total of 0.20 hours of services were performed and Curtis is seeking allowance of \$125 in fees. During the First Interim Fee Period, Curtis attorneys reviewed the pleadings related to the establishment of bar dates for conflicts purposes.

E. Hearings and Court Matters (Matter #350)

Total Fees: \$56,035.50

Total Hours: 79.50

28. A total of 79.50 hours of services were performed and Curtis is seeking allowance of \$56,035.50 in fees. During the First Interim Fee Period, in connection with Curtis' role as conflicts counsel, Curtis attorneys prepared for and attended numerous hearings on behalf of the Debtors, including the Debtors' first day hearing, the Debtors' hearing regarding approval of debtor-in-possession financing, numerous hearings regarding motions for relief from the automatic stay, and various hearings and status conferences related to the Debtors' adversary proceeding seeking to extend the automatic stay to certain non-debtor affiliates.

F. General Litigation Matters (Matter #400)

Total Fees: \$29,746

Total Hours: 43

29. A total of 43 hours of services were performed and Curtis is seeking allowance of \$29,746 in fees. During the First Interim Fee Period, Curtis attorneys and paraprofessionals organized and reviewed numerous documents produced by the Debtors to certain conflict parties. In addition, Curtis attorneys attended the depositions of several witnesses for the Debtors in connection with the Debtors' motions seeking: (a) authorization to obtain debtor-in-possession financing; (b) approval of sales procedures and related matters; and (c) Berkshire Hathaway's request to appoint an examiner.

G. Adversary Proceedings and Contested Matters (Matter #410)

Total Fees: \$103,941

Total Hours: 152.80

30. A total of 152.80 hours of services were performed and Curtis is seeking allowance of \$103,941 in fees. During the First Interim Fee Period, Curtis attorneys spent time representing the Debtors in connection with an adversary proceeding commenced by the Debtors seeking to extend the automatic stay with respect to defendants Federal Home Loan Bank of Chicago and Federal Home Loan Bank of Boston. In connection with such representation Curtis worked with MoFo in drafting and revising numerous pleadings, including the adversary complaint, the *Debtors' Motion to Extend Automatic Stay or, in the Alternative, For Injunctive Relief Enjoining Prosecution of Certain Pending Litigation Against Debtors' Directors and Officers and Non-Debtor Corporate Affiliates* [Adv. Pro. Docket No. 4], and stipulations resolving on a consensual basis the stay extension requested with certain conflicts parties.

31. Additionally, Curtis attorneys spent time representing the Debtors in connection with a dispute involving the managing member of CMH Holdings LLC, a joint venture between one of the Debtors and a conflict party.

H. Automatic Stay/Adequate Protection Matters (Matter #430)

Total Fees: \$118,775

Total Hours: 206.80

32. A total of 206.80 hours of services were performed and Curtis is seeking allowance of \$118,775 in fees. During the First Interim Fee Period, Curtis attorneys represented the Debtors in connection with Wells Fargo's motion for relief from the automatic stay in connection with a litigation pending in federal district court in California. In connection with this representation, Curtis attorneys (i) drafted the *Debtors' Objection to Motion of Wells Fargo*

Bank, N.A. for Relief From the Automatic Stay to Permit Non-Bankruptcy Forum Action Against Debtor Executive Trustee Services, LLC, or, to Permit Wells Fargo Bank, N.A. to Conduct Discovery and to Issue Trial Subpoenas Directed at Executive Trustee Services, LLC [Docket No. 805], (ii) prepared the Declaration of Jennifer Scoliard in support of the Debtors' objection to Wells Fargo's motion, (iii) drafted and negotiated a consensual *Stipulation and Order Modifying Automatic Stay to Provide Declarations to Wells Fargo and to Allow Wells Fargo to Issue Trial Subpoenas Directed at Debtors* [Docket No. 1220], and (iv) responded to and resolved numerous informal requests and inquiries from Wells Fargo regarding relief from the automatic stay in other matters.

I. Curtis Retention/Billing/Fee Applications (Matter #700)

Total Fees: \$55,292.50

Total Hours: 114.50

33. A total of 114.50 hours of services were performed and Curtis is seeking allowance of \$55,292.50 in fees. During the Interim Fee Period, Curtis prepared its Monthly Fee Statements, completed and filed the *Debtors' Application for Order Under Bankruptcy Code Sections 327(a) and 328(b), Bankruptcy Rule 2014(a) and Local Rule 2014-1 Authorizing the Employment and Retention of Curtis, Mallet-Prevost, Colt & Mosle LLP as Conflicts Counsel Nunc Pro Tunc to the Petition Date*, and negotiated and resolved concerns of the U.S. Trustee with respect to the Retention Order.

Reasonable and Necessary Services Rendered by Curtis

34. The foregoing professional services rendered by Curtis on behalf of the Debtors during the First Interim Fee Period were reasonable, necessary, and appropriate to the administration of the Debtors' chapter 11 cases and related matters.

35. Many of the services performed by partners and associates of Curtis were rendered by Curtis' Restructuring and Insolvency Group. Curtis has a prominent practice in this area and enjoys a national and international reputation for its expertise in financial reorganizations and restructurings of troubled companies, with more than 13 attorneys focusing on this area of law. The attorneys at Curtis working on the Debtors' chapter 11 cases have represented debtors and creditors' committees as either primary or conflicts counsel and have acted as special counsel to debtors and creditors' committees in many large chapter 11 cases. In addition, due to the facts and circumstances of the Debtors' chapter 11 cases, attorneys from Curtis' litigation and corporate practice groups were involved with Curtis' representation of the Debtors. These practice groups also enjoy a national and international reputation for their expertise. Overall, Curtis brings to the chapter 11 cases a particularly high level of skill and knowledge, which inured to the benefit of the Debtors and all stakeholders.

36. During the First Interim Fee Period, Curtis advised and assisted the Debtors in a number of phases of the chapter 11 cases. To this end, as set forth in detail in **Exhibit C** of the Application, Curtis partners, counsel, associates, and paraprofessionals from various Curtis practice groups expended time rendering professional services on behalf of the Debtors and their estates.

37. During the First Interim Fee Period, Curtis' hourly billing rates for the attorneys primarily responsible for managing the Debtors' chapter 11 cases ranged from \$345 to \$830. Allowance of compensation in the amount requested would result in a blended hourly billing rate for attorneys of approximately \$639.09 (based on 745 recorded attorney hours at Curtis' regular billing rates in effect at the time of the performance of services). The hourly rates and corresponding rate structure utilized by Curtis in the chapter 11 cases are equivalent to the hourly

rates and corresponding rate structure predominantly used by Curtis for restructuring, workout, bankruptcy, insolvency and comparable matters, and similar complex corporate, securities, and litigation matters whether in court or otherwise, regardless of whether a fee application is required. These rates and rate structure reflect that such particular matters are typically national in scope and typically involve great complexity, high stakes, and severe time pressures.

Actual and Necessary Expenses Incurred by Curtis

38. As set forth in **Exhibit D** attached hereto, Curtis has invoiced a total of \$3,093.40 in expenses on behalf of the Debtors during the First Interim Fee Period. Curtis states as follows regarding these expenses: Curtis charges \$0.10 per page for internal black and white copying or printing charges at its copy centers in its U.S. offices and \$0.50 per page for internal color copying or printing charges at its copy centers in its U.S. offices; and Curtis charges for external copying charges at the provider's cost without markup. The basis for these rates is Curtis' calculation of the actual cost of these services. The other expenses charged to the Debtors are at the provider's cost without markup. These expenses do not exceed and, in some instances, are well below the maximum rate set by the Guidelines. These charges are intended to cover Curtis' direct operating costs, which costs are not incorporated into Curtis' hourly billing rates. Only clients who actually use services of the types set forth in **Exhibit D** of the Application are separately charged for such services. The effect of including such expenses as part of the hourly billing rates would impose that cost upon clients who do not require extensive photocopying and other facilities and services.

39. The time constraints imposed by the circumstances of the chapter 11 cases sometimes required Curtis attorneys and other employees to devote time during the evenings and on weekends to perform legal services on behalf of the Debtors. These extraordinary services were essential to meet deadlines, timely respond to inquiries on a daily basis from various

creditors and other stakeholders, and to satisfy the demands of the Debtors' businesses and ensure the orderly administration of their estates. Consistent with firm policy, as further disclosed in the Curtis retention application, attorneys and other Curtis employees who worked late in the evenings or on weekends were reimbursed for their reasonable meal and transportation costs. Curtis' regular practice is not to include components for those charges in overhead when establishing billing rates, but rather to charge its clients for these and all other out-of-pocket disbursements incurred during the regular course of providing legal services. However, in these cases, pursuant to the terms of Curtis' engagement with the Debtors, Curtis is absorbing these overtime meal and transportation expenses.

40. In addition, on a number of occasions, overnight delivery of documents and other materials was required as a result of the exigencies and circumstances of these cases. The disbursements for such services are not included in Curtis' overhead for the purpose of setting billing rates and Curtis has made every effort to minimize its disbursements in these cases. The actual expenses incurred in providing professional services were necessary, reasonable, and justified under the circumstances to serve the needs of the Debtors in the chapter 11 cases.

Curtis' Requested Compensation and Reimbursement Should Be Allowed

41. Section 331 of the Bankruptcy Code provides for interim compensation of professionals and incorporates the substantive standards of section 330 of the Bankruptcy Code to govern the Court's award of such compensation. Section 330 of the Bankruptcy Code provides that a court may award a professional employed under section 327 of the Bankruptcy Code "reasonable compensation for actual, necessary services rendered . . . and reimbursement for actual, necessary expenses."

42. Section 330 of the Bankruptcy Code also sets forth the criteria for the award of such compensation and reimbursement. In determining the amount of reasonable compensation

to be awarded, the court should consider the nature, extent, and the value of such services, taking into account all relevant factors, including:

- a. the time spent on such services;
- b. the rates charged for such services;
- c. whether the services were necessary to the administration of, or beneficial at the time at which the service was rendered toward the completion of, a case under this title;
- d. whether the services were performed within a reasonable amount of time commensurate with the complexity, importance and nature of the problem, issue, or task addressed;
- e. with respect to a professional person, whether the person is board certified or otherwise has demonstrated skill and experience in the bankruptcy field; and
- f. whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title.

11 U.S.C. § 330(a)(3).

43. In the instant case, Curtis respectfully submits that the services for which it seeks compensation in the Application were necessary for and beneficial to the Debtors and their estates and were rendered to protect and preserve the Debtors' estates. Curtis respectfully submits that the services rendered to the Debtors were performed economically, effectively, and efficiently and that the results obtained to date have benefited not only the Debtors but all stakeholders in the Debtors' chapter 11 cases. Curtis further submits that the compensation requested herein is reasonable in light of the nature, extent, and value of such services to the Debtors, their estates, and all parties in interest.

44. Curtis attorneys and paraprofessionals spent a total of 831.50 hours during the First Interim Fee Period, which services have a fair market value of \$490.29. As demonstrated by the Application and all of the exhibits submitted in support hereof, Curtis spent its time

economically and without unnecessary duplication. In addition, the work conducted was carefully assigned to appropriate attorneys or paraprofessionals according to the experience and level of expertise required for each particular task. In summary, the services rendered by Curtis were necessary and beneficial to the Debtors and their estates, and were consistently performed in a timely manner commensurate with the complexity, importance, novelty, and nature of the issues involved.

45. Accordingly, Curtis respectfully submits that approval of the compensation and expense reimbursement sought herein is warranted.

No Prior Request

46. No prior application for the relief requested herein has been made to this or any other court.

Notice

47. Curtis has provided a copy of the Application to: (a) the Debtors; (b) lead counsel for the Debtors; (c) counsel to the Committee; (d); counsel to Ally Financial Inc.; (e) counsel to Barclays Bank PLC; and (f) the U.S. Trustee.

Conclusion

48. Curtis believes that the services rendered during the First Interim Fee Period on behalf of the Debtors were reasonable and necessary within the meaning of Bankruptcy Code section 330. Further, the expenses incurred for which reimbursement is requested were actual and necessary to the performance of Curtis' services.

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WHEREFORE, for the reasons set forth herein, Curtis respectfully requests that the Court enter an order (i) approving interim compensation in the amount of \$496,548.50 and interim reimbursement of expenses in the amount of \$3,093.40, (ii) directing payment of all compensation held back in connection with the Monthly Fee Statements, and (iii) granting such other and further relief as may be just and proper.

Respectfully submitted,

Dated: October 19, 2012
New York, New York

By: /s/ Steven J. Reisman
Steven J. Reisman
Maryann Gallagher
CURTIS, MALLET-PREVOST,
COLT & MOSLE LLP
101 Park Avenue
New York, New York 10178-0061
Telephone: (212) 696-6000
Facsimile: (212) 697-1559
Email: sreisman@curtis.com
mgallagher@curtis.com

*Conflicts Counsel for the Debtors and
Debtors in Possession*

Exhibit A

Certification of Compliance

**CURTIS, MALLET-PREVOST,
COLT & MOSLE LLP**

101 Park Avenue
New York, New York 10178-0061
Telephone: (212) 696-6000
Facsimile: (212) 697-1559
Steven J. Reisman
Maryann Gallagher

*Conflicts Counsel for the Debtors and
Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X
In re: : Case No. 12-12020 (MG)
:
RESIDENTIAL CAPITAL, LLC, et al.,¹ : Chapter 11
:
Debtors. : Jointly Administered
-----X

**CERTIFICATION OF STEVEN J. REISMAN PURSUANT TO GENERAL ORDER M-
389 REGARDING THE FIRST INTERIM APPLICATION OF CURTIS, MALLET-
PREVOST, COLT & MOSLE LLP AS CONFLICTS COUNSEL TO THE DEBTORS
AND DEBTORS IN POSSESSION FOR ALLOWANCE AND PAYMENT OF
COMPENSATION FOR PROFESSIONAL SERVICES RENDERED AND
REIMBURSEMENT OF ACTUAL AND NECESSARY EXPENSES INCURRED FROM
MAY 14, 2012 THROUGH AND INCLUDING AUGUST JULY 31, 2012**

I, Steven J. Reisman, certify as follows:

1. I am a partner at the law firm of Curtis, Mallet-Prevost, Colt & Mosle LLP (“Curtis”), with responsibility for the chapter 11 cases of Residential Capital, LLC and certain of its affiliates, as debtors and debtors in possession (collectively, the “Debtors”) in respect of, among other things, compliance with (a) the Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases (the “Local Guidelines”)

¹ The names of the Debtors in these cases and their respective tax identification numbers are identified on Exhibit 1 to the affidavit of James Whitlinger, Chief Financial Officer of Residential Capital, LLC, in support of the Debtors’ “first day” pleadings [Docket No. 6], dated May 14, 2012.

established and adopted by the United States Bankruptcy Court for the Southern District of New York pursuant to *General Order M-389*, (b) the *United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330, adopted on January 30, 1996* (the “UST Guidelines”) and (c) the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals* [Docket No. 185] (the “Interim Compensation Order” and, together with the Local Guidelines and UST Guidelines, collectively, the “Guidelines”).

2. With respect to Section A.1 of the Local Guidelines, I certify that:

- a. I have read Curtis’ first interim application for compensation and reimbursement of expenses (the “Application”);³
- b. to the best of my knowledge, information and belief, insofar as I can tell after reasonable inquiry, the fees and disbursements sought in the Application fall within the Guidelines, except as specifically noted in this Certification and described in the Application;
- c. except to the extent that fees or disbursements are prohibited by the Guidelines, the fees and disbursements sought are billed at rates and in accordance with practices customarily employed by Curtis and generally accepted by Curtis’ clients; and
- d. in providing a reimbursable service, Curtis does not make a profit on the service, whether the service is performed by Curtis in-house or through a third party.

3. With respect to Section A.2 of the Local Guidelines, I certify that, in accordance with the terms of the Interim Compensation Order, the Debtors, lead counsel to the Debtors, counsel to the Committee, counsel to Barclays Bank, PLC, counsel to Ally Financial Inc., and the U.S. Trustee have been provided with a statement of the fees and disbursements accrued during each month of the First Interim Fee Period, which statement of fees and disbursements contained a list of professionals and paraprofessionals providing services, their respective billing

³ All capitalized terms used but not otherwise defined herein shall have the meaning set forth in the Application.

rates, the aggregate hours spent by each professional and paraprofessional, a general description of services rendered, a reasonably detailed breakdown of the disbursements incurred, and an explanation of billing practices.

4. With respect to Section A.3 of the Local Guidelines, I certify that the Debtors, lead counsel to the Debtors, counsel to the Committee, counsel to Barclays Bank, PLC, counsel to Ally Financial Inc., and the U.S. Trustee have been provided with a copy of the Application at least 14 days before the date set by the Court and any applicable rules for filing fee applications.

Dated: October 19, 2012
New York, New York

/s/ Steven J. Reisman

STEVEN J. REISMAN
A Member of the Firm

Exhibit B

In re: RESIDENTIAL CAPITAL, LLC, *et al.*
CHAPTER 11
CASE NO. 12-12020

SUMMARY OF FEES AND EXPENSES BILLED BY SUBJECT MATTER
FOR THE FIRST INTERIM FEE PERIOD
(MAY 14, 2012 THROUGH AND INCLUDING AUGUST 31, 2012)

Matter Number	Matter Description	Total Billed Hours	Total Fees Requested	Total Expenses Requested	Total Compensation
0100	Case Administration	208.80	\$113,931.00	\$2,682.65	\$116,613.65
0200	General Corporate Matters	1.80	1,413.00	0.00	1,413.00
0210	Asset Analysis, Sales and Recoveries	24.10	17,289.50	0.00	17,289.50
0300	General Claims and Equity Matters	0.20	125.00	0.00	125.00
0350	Hearings and Court Matters	79.50	56,035.50	0.00	56,035.50
0400	General Litigation Matters	43.00	29,746.00	0.00	29,746.00
0410	Adversary Proceedings and Contested Matters	152.80	103,941.00	305.85	104,246.85
0430	Automatic Stay/Adequate Protection Matters	206.80	118,775.00	64.50	118,839.50
0700	Curtis Retention/Billing/Fee Applications	114.50	55,292.50	40.40	55,332.90
Totals¹		831.50	\$496,548.50	\$3,093.40	\$499,641.90

¹ This amount reflects a \$5,000 voluntary fee reduction in connection with fees incurred for matter #700 (Curtis Retention/Billing/Fee Statements) for the May 2012 Through June 2012 Fee Statement. Curtis has also voluntarily written off other fees as an accommodation to the Debtors.

Exhibit C

In re: RESIDENTIAL CAPITAL, LLC, *et al.*
CHAPTER 11
CASE NO. 12-12020

**SUMMARY OF HOURS BILLED BY PROFESSIONALS AND PARAPROFESSIONALS
DURING THE FIRST INTERIM FEE PERIOD
(MAY 14, 2012 THROUGH AND INCLUDING AUGUST 31, 2012)**

Name	Department and Year Admitted (NY)	Hourly Billing Rate	Total Hours Worked	Total Compensation Requested
Partners				
Steven J. Reisman	Restructuring and Insolvency Admitted 1991	\$830	98.70	\$81,921.00
Turner P. Smith	Litigation Admitted 1981	830	44.50	36,935.00
Daniel Lenhihan	Corporate Admitted 1982	785	1.80	1,413.00
Michael A. Cohen	Restructuring and Insolvency Admitted 2000	730	83.40	60,882.00
Theresa A. Foudy	Litigation Admitted 1994	730	52.20	38,106.00
Total Partners			280.60	\$219,257.00
Of-Counsel				
Maryann Gallagher	Restructuring and Insolvency Admitted 1988	\$625	328.00	\$205,000.00
Total Of-Counsel			328.00	\$205,000.00
James V. Drew	Restructuring and Insolvency Admitted 2002	\$590	7.20	\$4,248.00
Andrew Zinman	Litigation Admitted 1996	590	0.80	472.00
Heather E. Saydah	Restructuring and Insolvency Admitted 2010 ¹	550	37.20	20,460.00
Peter J. Buenger	Restructuring and Insolvency Admitted 2010 ²	425	11.60	4,930.00
James Zimmer	Restructuring and Insolvency Admitted 2011	345	79.60	27,462.00
Total Associates			136.40	\$57,572.00

¹ Heather E. Saydah was admitted in New Jersey in 2005.

² Peter J. Buenger was admitted in Georgia in 2009.

Name	Department and Year Admitted (NY)	Hourly Billing Rate	Total Hours Worked	Total Compensation Requested
Paraprofessionals				
Neal Goodman	Not Applicable	\$260	1.00	\$260.00
Katerina Mantell	Not Applicable	230	11.70	2,691.00
Alana Dreiman	Not Applicable	230	63.80	14,674.00
Stephanie Morales	Not Applicable	220	7.70	1,694.00
Michael Malavarca	Not Applicable	200	0.60	120.00
Roberto Santamarina	Not Applicable	165	1.70	280.50
Total Paraprofessionals			86.50	\$19,719.50
Subtotal			831.50	\$501,548.50
Less \$5,000 Voluntary Fee Reduction³			831.50	\$496,548.50
Total			831.50	\$496,548.50

Total Billed Hours for Attorneys	745.00
Total Billed Hours for Paraprofessionals	86.50
Total Billed Hours.....	831.50
Total Fee Requested.....	\$496,548.50
Blended Rate for Attorneys and Paraprofessionals	\$490.29
Blended Rate for Attorneys.....	\$639.09

³ As a courtesy to the Debtors, Curtis voluntarily reduced its fees in the amount of \$5,000 for fees incurred in connection with matter #700 (Curtis Retention/Billing/Fee Applications) for the May 2012 Through June 2012 Fee Statement. Curtis has also voluntarily written off other fees as an accommodation to the Debtors.

Exhibit D

In re: RESIDENTIAL CAPITAL, LLC, *et al.*
CHAPTER 11
CASE NO. 12-12020

EXPENSE SUMMARY FOR THE FIRST INTERIM FEE PERIOD
(MAY 14, 2012 THROUGH AND INCLUDING AUGUST 31, 2012)¹

Expense Category	Amount
External Photocopy Services	\$2,734.90
Courier Services	88.10
Secretary of State Business Entity Search Charges	45.00
Transportation (Subway to Court)	49.50
Court Call Services	37.00
Deposition/Reporting Transcripts	138.00
Postage	0.90
Total	\$3,093.40

¹ All expenses have been billed in accordance with the Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases.

EXHIBIT D-1

IN RE: RESIDENTIAL CAPITAL, LLC, ET AL.

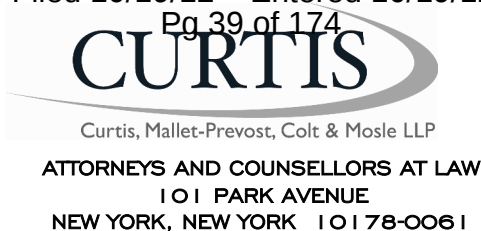
**CHAPTER 11
CASE NO. 12-12020 (MG)**

**DETAIL OF DISBURSEMENTS AND OTHER CHARGES
FOR THE FIRST INTERIM FEE PERIOD
(MAY 14, 2012 THROUGH AND INCLUDING AUGUST 31, 2012)**

<u>DATE</u>	<u>DESCRIPTION</u>	<u>AMOUNT</u>
5/14/12	EXTERNAL PHOTOCOPY SERVICES	\$546.60
5/29/12	EXTERNAL PHOTOCOPY SERVICES	\$305.40
6/5/12	EXTERNAL PHOTOCOPY SERVICES	\$74.20
6/5/12	EXTERNAL PHOTOCOPY SERVICES	\$66.40
6/5/12	EXTERNAL PHOTOCOPY SERVICES	\$89.70
6/5/12	EXTERNAL PHOTOCOPY SERVICES	\$105.60
6/15/12	EXTERNAL PHOTOCOPY SERVICES	\$344.10
6/15/12	EXTERNAL PHOTOCOPY SERVICES	\$167.50
6/15/12	EXTERNAL PHOTOCOPY SERVICES	\$818.40
6/16/12	EXTERNAL PHOTOCOPY SERVICES	\$36.30
7/12/12	EXTERNAL PHOTOCOPY SERVICES	\$75.80
7/20/12	EXTERNAL PHOTOCOPY SERVICES	\$64.50
8/1/12	EXTERNAL PHOTOCOPY SERVICES	\$40.40
	TOTAL EXTERNAL PHOTOCOPY SERVICES	\$2,734.90
7/17/2012	COURIER SERVICE	\$24.81
8/2/2012	COURIER SERVICE	\$14.69
8/2/2012	COURIER SERVICE	\$36.60
8/9/2012	COURIER SERVICE	\$12.00
	TOTAL COURIER SERVICES	\$88.10
5/27/12	SECRETARY OF STATE BUSINESS ENTITY SEARCH CHARGES	\$45.00
	TOTAL SEC. OF STATE BUS. ENTITY SEARCH CHARGES	\$45.00
6/12/12	TRANSPORTATION (SUBWAY TO COURT) – M. GALLAGHER	\$4.50
6/18/12	TRANSPORTATION (SUBWAY TO COURT) – M. GALLAGHER	\$4.50
6/20/12	TRANSPORTATION (SUBWAY TO COURT) – M. GALLAGHER	\$4.50
7/10/12	TRANSPORTATION (SUBWAY TO COURT) – M. GALLAGHER	\$4.50
7/25/12	TRANSPORTATION (SUBWAY TO COURT) – M. GALLAGHER	\$4.50
8/8/12	TRANSPORTATION (SUBWAY TO COURT) – M. GALLAGHER	\$4.50
8/8/12	TRANSPORTATION (SUBWAY TO COURT) – M. COHEN	\$4.50
8/14/12	TRANSPORTATION (SUBWAY TO COURT) – M. GALLAGHER	\$4.50
8/14/12	TRANSPORTATION (SUBWAY TO COURT) – M. COHEN	\$4.50
8/16/12	TRANSPORTATION (SUBWAY TO COURT) – M. GALLAGHER	\$4.50
8/16/12	TRANSPORTATION (SUBWAY TO COURT) – M. COHEN	\$4.50
	TOTAL TRANSPORTATION EXPENSE	\$49.50

<u>DATE</u>	<u>DESCRIPTION</u>	<u>AMOUNT</u>
6/27/2012	COURT CALL SERVICES	\$37.00
	TOTAL COURT CALL SERVICES	\$37.00
8/23/12	DEPOSITION/REPORTING TRANSCRIPTS	\$138.00
	TOTAL DEPOSITION/REPORTING TRANSCRIPTS	\$138.00
8/24/2012	POSTAGE CHARGES	\$0.45
8/29/2012	POSTAGE CHARGES	\$0.45
	TOTAL POSTAGE CHARGE EXPENSES	\$0.90
	<u>TOTAL DISBURSEMENTS AND OTHER CHARGES</u>	\$3,093.40

Exhibit E



Residential Capital, LLC
 1100 Virginia Drive
 MC: 190_FTW-M01
 Fort Washington PA 19034

July 30, 2012

Inv. # 1538615
 Our Ref. 062108-000100
 SJR

Attention: Residential Capital, LLC

Re: Case Administration

05/14/12	SJR	Review First Day Pleadings in the Residential Capital bankruptcy case and prepare for and attend hearing on First Day motions where Curtis' representation may be necessary with respect to certain conflict counsel matters and objections (5.40)	5.40
05/14/12	SJR	Attend to brief review of first day docket activity (2.20)	2.20
05/14/12	SJR	Confer with M. Gallagher regarding hearing on First Day Motions (.40)	0.40
05/14/12	MG8	Review Chapter 11 petitions filed, first day affidavit, list of 50 largest unsecured creditors, lists of debtors and first day pleadings on agenda for first day hearing for conflicts purposes (7.20)	7.20
05/14/12	MG8	Follow up with Curtis team regarding Chapter 11 petitions filed, first day affidavit, list of 50 largest unsecured creditors, lists of debtors and agenda for first day hearing for conflicts purposes (.20)	0.20
05/14/12	MG8	Attend initial hearing on first day motions before Judge Peck, including joint administration, cash management, two DIP financings and cash collateral motions for conflicts purposes (3.10)	3.10
05/14/12	MG8	Travel to and from first day hearing (bill half time) (.60)	0.60
05/14/12	MG8	Confer with S. Reisman regarding Chapter 11 filings, first day hearings and objections of Wells Fargo for potential conflict issues (.40)	0.40
05/14/12	MG8	Review limited objections for Wells Fargo to Debtors' cash management and DIP Financing motions (.70)	0.70
05/14/12	MAC	Review first day pleadings and petitions in connection with Curtis' role as conflicts counsel to the Debtor (3.50)	3.50
05/14/12	KM	Attend to review of Court docket throughout the day as first day pleadings are filed on docket by lead counsel, including retrieve and assemble all relevant documentation for S. Reisman, M. Gallagher and M. Cohen to attend expedited First Day Hearing at the	7.20

	U.S. Bankruptcy S.D.N.Y. and attend to providing updates throughout the day re: same (7.20)	
05/15/12 SJR	Confer with M. Gallagher regarding First Day Hearings and related follow up (.40)	0.40
05/15/12 MG8	Travel to and from court for continued hearing on First Day Motions (bill half time) (.60)	0.60
05/15/12 MG8	Review motion to approve sales procedures and sales transaction for potential conflicts purposes (1.40)	1.40
05/15/12 MG8	Follow-up with S. Reisman regarding motion to approve sales procedures and sales transaction for potential conflicts purposes (.40)	0.40
05/15/12 MG8	Attend remainder of hearing on First Day Relief for purposes related to Curtis' role as conflicts counsel (2.50)	2.50
05/15/12 MAC	Continue to review first day pleadings in connection with Curtis' role as conflicts counsel (1.60)	1.60
05/15/12 KM	Review docket re: newly filed documents that are needed for First Day hearings and draft e-mail correspondence to Curtis team re: update of same (.50)	0.50
05/15/12 KM	Review correspondence from M. Gallagher re: Notice of Appearance of M. Gallagher, S. Reisman and M. Cohen and Curtis as proposed Conflicts Counsel to Residential Capital, including draft Notice of Appearance and distribute same for attorney review (1.10)	1.10
05/15/12 KM	Research court docket and retrieve relevant court filings re: Sale Motions and related documentation needed for upcoming hearing per the request of M. Gallagher (.70)	0.70
05/15/12 KM	Review e-mail correspondence from Curtis team and provide updates re: upcoming organization meeting with outside counsel (.40)	0.40
05/16/12 MG8	Attend organization meeting of unsecured creditors held by US Trustee (1.80)	1.80
05/16/12 MG8	Review memorandum of law in support of sale transactions for conflicts purposes (.80)	0.80
05/16/12 MG8	Meet with Morrison & Foerster, FTI teams and T. Hamzehpour following organization meeting (.30)	0.30
05/16/12 MAC	Attend organizational meeting of creditors (2.50)	2.50
05/16/12 KM	Review court docket and retrieve relevant information re: same for M. Cohen for conflicts purposes (.30)	0.30

05/17/12	MAC	Review docket and related pleadings in connection with Curtis' role as conflicts counsel (.90)	0.90
05/17/12	JZ	Review correspondence from M. Gallagher regarding appointment of creditors committee for purposes of updating list of conflict search parties (.10)	0.10
05/18/12	MG8	Review daily docket activity for conflicts purposes (.30)	0.30
05/21/12	MG8	Review powerpoint presentation regarding DIP facility for background and general conflicts purposes (1.50)	1.50
05/22/12	SJR	Confer with Curtis team regarding conflicts matters relating to Motion to Extend Automatic Stay (.10)	0.10
05/22/12	MAC	Review docket and related pleadings in connection with Curtis' role as conflicts counsel (1.20)	1.20
05/23/12	MG8	Review daily docket activity for conflict purposes (.20)	0.20
05/23/12	MG8	Follow up with Curtis team regarding conflicts matters relating to Motion to Extend Automatic Stay (.10)	0.10
05/23/12	MG8	Review case management order entered by Judge Glenn (.50)	0.50
05/23/12	MAC	Review docket and related pleadings in connection with Curtis' role as conflicts counsel to the Debtors (1.00)	1.00
05/29/12	MAC	Review docket and recently filed pleadings in connection with Curtis' role as conflicts counsel to the Debtors (.70)	0.70
05/30/12	MG8	Briefly review agenda for May 31 hearing and utilities motion for potential conflicts purposes (.20)	0.20
05/30/12	MG8	Coordinate with paralegals regarding scheduling of hearings and related issues (.20)	0.20
05/30/12	MG8	Follow-up with Curtis team regarding agenda for May 31, 2012 hearing and utilities motion for potential conflicts purposes (.10)	0.10
05/30/12	SM	Retrieve and assemble court filings and related documentation in preparation for May 31, 2012 hearing for S. Reisman and M. Gallagher for conflicts purposes (.70)	0.70
05/31/12	MG8	Prepare for and attend hearing on Utility motion and status conference with respect to first day motions and related matters for conflicts purposes (1.20)	1.20
05/31/12	MG8	Complete notice of appearance for main case and confer with Curtis team regarding same (.20)	0.20
05/31/12	MG8	Review and revise notice of appearance for main case (.50)	0.50

Page 4

05/31/12	KM	Attend to follow up re: filed Notices of Appearance in main and adversary proceeding cases, and attend communications with KCC re: service matters and follow up re: same (.70)	0.70
05/31/12	AD	Review and revise a notice of appearance to be filed in the lead bankruptcy case per the request of M. Gallagher (.20)	0.20
TOTAL HOURS			56.80

Summary of Services

	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Steven J. Reisman	Partner	8.50	830	7,055.00
Michael Ari Cohen	Partner	11.40	730	8,322.00
Maryann Gallagher	Counsel	25.00	625	15,625.00
James Zimmer	Associate	0.10	345	34.50
Katerina Mantell	Legal Assistant	10.90	230	2,507.00
Alana Dreiman	Legal Assistant	0.20	230	46.00
Stephanie Morales	Legal Assistant	0.70	220	154.00
		56.80		\$33,743.50

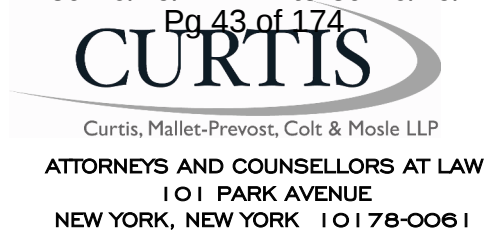
TOTAL SERVICES **\$33,743.50**

Summary of Expenses

External Photocopy Services	546.60
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TOTAL EXPENSES **\$546.60**

TOTAL THIS INVOICE **\$34,290.10**



PLEASE RETURN THIS REMITTANCE WITH YOUR PAYMENT

Payment Instructions:

Wire Funds to - Bank: Citibank
ABA Routing #: 021000089
F/B/O: Curtis Mallet-Prevost Colt & Mosle LLP
Account#: 40585074

Mail Checks to - Curtis Mallet-Prevost Colt & Mosle LLP
General Post Office
P.O. Box 27930
New York, NY 10087-7930

Residential Capital, LLC
Inv. # 1538615

Total Services 33,743.50

Total Expenses 546.60

Applied Credit 0.00

Total This Invoice \$34,290.10

**If you require further information regarding past due accounts, please contact
Chandanie Doma (Accounts Receivable Coordinator) at (212)839-6807.**

Federal & New York State
Identification Number 13-5018900

This Statement is payable when rendered
in USD.

CURTIS

Curtis, Mallet-Prevost, Colt & Mosle LLP

ATTORNEYS AND COUNSELLORS AT LAW**101 PARK AVENUE****NEW YORK, NEW YORK 10178-0061**

Residential Capital, LLC
 1100 Virginia Drive
 MC: 190_FTW-M01
 Fort Washington PA 19034

July 30, 2012

Inv. # 1538150
 Our Ref. 062108-000200
 SJR

Attention: Residential Capital, LLC

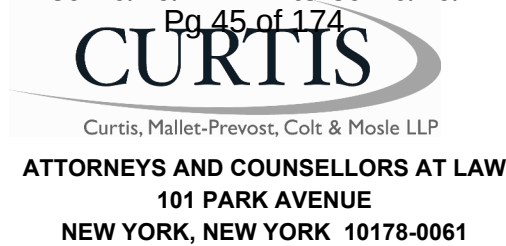
Re: General Corporate Matters

05/14/12	DRL	Review First day Motion papers on DIP financing, cash management and Citibank cash collateral for conflicts purposes (1.80)	1.80
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TOTAL HOURS	1.80
-------------	------

Summary of Services

	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Daniel R. Lenihan	Partner	1.80	785	1,413.00
		1.80		\$1,413.00
TOTAL SERVICES				\$1,413.00
TOTAL THIS INVOICE				\$1,413.00



PLEASE RETURN THIS REMITTANCE WITH YOUR PAYMENT

Payment Instructions:

Wire Funds to - Bank: Citibank
ABA Routing #: 021000089
F/B/O: Curtis Mallet-Prevost Colt & Mosle LLP
Account#: 40585074

Mail Checks to - Curtis Mallet-Prevost Colt & Mosle LLP
General Post Office
P.O. Box 27930
New York, NY 10087-7930

Residential Capital, LLC
Inv. # 1538150

Total Services 1,413.00

Total Expenses 0.00

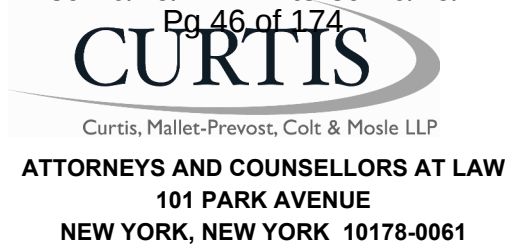
Applied Credit 0.00

Total This Invoice \$1,413.00

**If you require further information regarding past due accounts, please contact
Chandanie Doma (Accounts Receivable Coordinator) at (212)839-6807.**

Federal & New York State
Identification Number 13-5018900

This Statement is payable when rendered
in USD.



Residential Capital, LLC
 1100 Virginia Drive
 MC: 190_FTW-M01
 Fort Washington PA 19034

July 30, 2012

Inv. # 1538151
 Our Ref. 062108-000210
 SJR

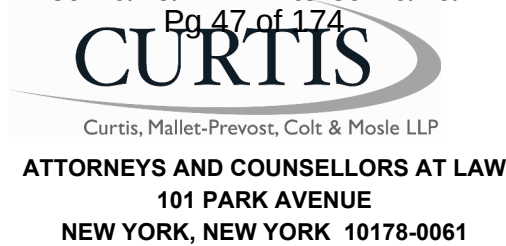
Attention: Residential Capital, LLC

Re: Asset Analysis, Sales and Recoveries

05/16/12	SJR	Review pleadings in Residential Capital case regarding asset sales in connection with Curtis' role as conflicts counsel for potential conflict matters (1.70)	1.70
05/16/12	MAC	Review Sale Motion and related pleadings in connection with Curtis' role as conflicts counsel (1.20)	1.20
TOTAL HOURS			2.90

Summary of Services

	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Steven J. Reisman	Partner	1.70	830	1,411.00
Michael Ari Cohen	Partner	1.20	730	876.00
		2.90		\$2,287.00
TOTAL SERVICES				\$2,287.00
TOTAL THIS INVOICE				\$2,287.00



PLEASE RETURN THIS REMITTANCE WITH YOUR PAYMENT

Payment Instructions:

Wire Funds to - Bank: Citibank
ABA Routing #: 021000089
F/B/O: Curtis Mallet-Prevost Colt & Mosle LLP
Account#: 40585074

Mail Checks to - Curtis Mallet-Prevost Colt & Mosle LLP
General Post Office
P.O. Box 27930
New York, NY 10087-7930

Residential Capital, LLC
Inv. # 1538151

Total Services 2,287.00

Total Expenses 0.00

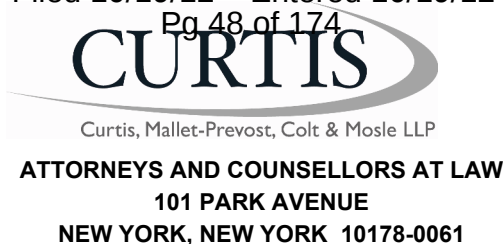
Applied Credit 0.00

Total This Invoice \$2,287.00

**If you require further information regarding past due accounts, please contact
Chandanie Doma (Accounts Receivable Coordinator) at (212)839-6807.**

Federal & New York State
Identification Number 13-5018900

This Statement is payable when rendered
in USD.



Residential Capital, LLC
1100 Virginia Drive
MC: 190_FTW-M01
Fort Washington PA 19034

July 30, 2012

Inv. # 1538152
Our Ref. 062108-000350
SJR

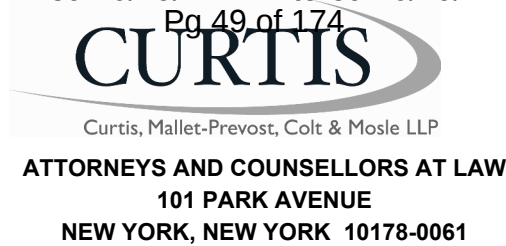
Attention: Residential Capital, LLC

Re: Hearings and Court Matters

05/14/12	MAC	Prepare for and attend first day hearing at United States Bankruptcy Court for the Southern District of New York for purposes related to Curtis' role as conflicts counsel (3.80)	3.80
05/15/12	MAC	Prepare for and attend continuation of first day hearing at USBC for the SDNY in connection with Curtis' role as conflicts counsel (3.20)	3.20
TOTAL HOURS			7.00

Summary of Services

	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Michael Ari Cohen	Partner	7.00	730	5,110.00
		7.00		\$5,110.00
TOTAL SERVICES				\$5,110.00
TOTAL THIS INVOICE				\$5,110.00



PLEASE RETURN THIS REMITTANCE WITH YOUR PAYMENT

Payment Instructions:

Wire Funds to - Bank: Citibank
ABA Routing #: 021000089
F/B/O: Curtis Mallet-Prevost Colt & Mosle LLP
Account#: 40585074

Mail Checks to - Curtis Mallet-Prevost Colt & Mosle LLP
General Post Office
P.O. Box 27930
New York, NY 10087-7930

Residential Capital, LLC
Inv. # 1538152

Total Services 5,110.00

Total Expenses 0.00

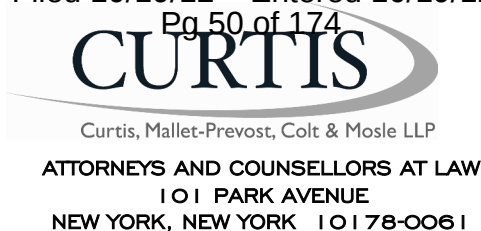
Applied Credit 0.00

Total This Invoice \$5,110.00

**If you require further information regarding past due accounts, please contact
Chandanie Doma (Accounts Receivable Coordinator) at (212)839-6807.**

Federal & New York State
Identification Number 13-5018900

This Statement is payable when rendered
in USD.



Residential Capital, LLC
 1100 Virginia Drive
 MC: 190_FTW-M01
 Fort Washington PA 19034

July 30, 2012

Inv. # 1538153
 Our Ref. 062108-000410
 SJR

Attention: Residential Capital, LLC

Re: Adversary Proceedings and Contested Matters

05/22/12	SJR	Attend to matters regarding litigation and extending automatic stay to directors and officers in review of documentation with respect to same and litigation pleadings and draft of motion in connection with same in the Residential Capital case where Curtis will act as conflicts counsel on certain matters (4.10)	4.10
05/22/12	SJR	Confer with M. Gallagher regarding status of Residential Capital case (.10)	0.10
05/22/12	MG8	Confer with S. Reisman regarding potential for Curtis to review pleading to extend automatic stay and possibly be added as conflicts counsel with respect to certain plaintiffs in underlying litigation (.10)	0.10
05/22/12	MG8	Review initial draft memorandum of law in support of motion to extend the automatic stay to prevent continuation of litigation against certain non-debtor affiliates circulated by J. Rothberg of Morrison & Foerster (1.90)	1.90
05/22/12	MG8	Correspond with L. Nashelsky regarding initial draft and memorandum of law (.20)	0.20
05/23/12	SJR	Review draft Adversary Complaint and Motion to Extend Automatic Stay in connection with Residential Capital case to enjoin the prosecution of certain litigation against the Debtors, Officers and Directors and certain non-Debtor entities in connection with Curtis' role as Conflicts Counsel for certain of the Defendants in connection with the litigation (4.70)	4.70
05/23/12	MG8	Review revised set of draft papers relating to motion/complaint seeking to extend automatic stay for purposes related to Curtis' role as conflicts counsel (3.50)	3.50
05/23/12	MG8	Briefly review FHLB Chicago and FHLB Boston complaints to confirm language and nature of suits in connection with Curtis' role as counsel to Debtors in Adversary Proceeding with respect to FHLB Chicago and FHLB Boston (.40)	0.40
05/23/12	MG8	Correspond with J. Rothenberg regarding the FHLB	0.30

Chicago and Boston complaints (.30)

05/24/12	SJR	Correspond with M. Gallagher regarding Curtis' comments to drafts relating to Adversary Proceeding seeking to extend automatic stay in connection with Curtis' role as counsel to Debtors in Adversary Proceeding with respect to FHLB Chicago and FHLB Boston (.10)	0.10
05/24/12	SJR	Attend to matters regarding having the automatic stay extended to directors and officers and non-debtor affiliates and review documentation and follow-up regarding same for conflicts purposes (2.70)	2.70
05/24/12	TPS	Review motion to extend automatic stay related to FHL Bank of Boston and FHL Bank of Chicago and other RMBS litigations for purposes related to Curtis' role as conflicts counsel (.50)	0.50
05/24/12	TPS	Confer with Curtis team re: motion to extend automatic stay (.20)	0.20
05/24/12	MG8	Verify complete FHLB Boston complaint against certain debtors to confirm control language (.30)	0.30
05/24/12	MG8	Confer with M. Cohen regarding comments to Debtors' draft motion papers regarding extension of stay and related documents for conflicts purposes (.40)	0.40
05/24/12	MG8	Correspond with S. Reisman regarding Debtors' draft motion papers for Adversary Proceeding seeking to extend automatic stay (.10)	0.10
05/24/12	MG8	Confer with Curtis team regarding Debtors' complaint and relief to be requested in motion to extend automatic stay for conflicts counsel purposes (.20)	0.20
05/24/12	MG8	Review updated draft motion papers, complaint and related materials for extension of stay or related relief and record comments with respect to same as Curtis will act as conflicts counsel with respect to certain defendants (2.50)	2.50
05/24/12	MG8	Correspond with attorneys at Morrison & Foerster responsible for finalizing motion papers, complaint and related materials for adversary proceeding (.30)	0.30
05/24/12	MAC	Review pleadings for Motion and Complaint to have stay apply to certain litigation against Ds & Os and non-debtor affiliates and related complaints in connection with Curtis' role as conflicts counsel (2.50)	2.50
05/24/12	MAC	Internal conferences with M. Gallagher re: Debtors' draft motion papers for adversary proceeding (.40)	0.40
05/24/12	MAC	Research and analyze the application of stay to litigation against non-debtors for conflicts purposes (.60)	0.60

05/25/12	SJR	Review final Adversary Proceeding Complaint, Motion to Extend Automatic Stay and related Declarations in connection with same, all in connection with Curtis' role as Conflicts Counsel for FHLB Boston and Chicago defendants in connection with adversary proceeding (4.30)	4.30
05/25/12	SJR	Review draft of Complaint for Declaratory and Injunctive Relief incorporating comments of Kirkland & Ellis and Morrison & Foerster and follow up regarding same (2.60)	2.60
05/25/12	TPS	Review final draft of motion to extend stay to non-Debtor affiliates for conflicts counsel (.80)	0.80
05/25/12	MG8	Telephone conference with J. Haims of Morrison & Foerster regarding status of revisions and updates to documents for Motion to extend stay and related adversary proceeding for conflicts purposes (.30)	0.30
05/25/12	MG8	Review filing for adversary proceeding, motion and related documents forwarded by R. Baehr of Morrison & Foerster (.20)	0.20
05/25/12	MG8	Telephone conference with R. Baehr regarding filing for adversary proceeding, motion and related documents (.20)	0.20
05/25/12	MG8	Correspond with R. Baehr regarding filing of adversary proceeding and related documents (.20)	0.20
05/25/12	MG8	Correspond with J. Haims and J. Brown of Kirkland regarding Curtis sign-off on complaint (.20)	0.20
05/25/12	MG8	Correspond with R. Baehr regarding status of documents and process for filing adversary proceeding and related pleadings and documents (.20)	0.20
05/25/12	MG8	Review revised notice of motion to extend stay and follow up correspondence with R. Baehr regarding comments to same (.30)	0.30
05/25/12	MG8	Correspond with J. Haims regarding Curtis' sign-off of motion to extend stay (.20)	0.20
05/25/12	MG8	Telephone conference with M. Cohen regarding any comments on final draft of motion to extend stay (.30)	0.30
05/25/12	MG8	Review final draft of motion to extend automatic stay for conflicts purposes (.40)	0.40
05/25/12	MG8	Review corporate ownership statement for adversary proceeding relating to motion to extend stay and follow-up with R. Baehr of Morrison & Foerster regarding same (.30)	0.30
05/25/12	MG8	Review updated draft complaint for adversary	0.30

	proceeding related to motion to extend automatic stay (.30)	
05/25/12 MG8	Correspond with J. Haims regarding Curtis' comments to draft complaint for adversary proceeding related to motion to extend automatic stay (.20)	0.20
05/25/12 MG8	Confer with M. Cohen regarding draft complaint for adversary proceeding related to motion to extend automatic stay (.30)	0.30
05/25/12 MG8	Review updated and revised complaint for adversary proceeding related to motion to extend automatic stay (.60)	0.60
05/25/12 MG8	Telephone conference with J. Haims regarding Curtis' comments to the draft motion to extend automatic stay (.20)	0.20
05/25/12 MG8	Review new draft of motion to extend automatic stay circulated by R. Baehr of Morrison & Foerster (.50)	0.50
05/25/12 MG8	Follow-up with Curtis team regarding new draft of motion to extend automatic stay for conflicts purposes (.10)	0.10
05/25/12 MG8	Confer with M. Cohen regarding draft motion to extend automatic stay for conflicts purposes (.20)	0.20
05/25/12 MG8	Review blackline of motion to extend automatic stay including most recent comments from Ally (.80)	0.80
05/25/12 MG8	Correspond with Curtis team regarding status of and timing for filing motion to extend automatic stay to litigation certain non-debtor affiliates, former officers, directors and related adversary proceeding (.30)	0.30
05/25/12 MAC	Confer with M. Gallagher regarding status and Ally's comments to motion to extend automatic stay, complaint for adversary proceeding related to same and provide final comments on draft motion to extend automatic stay for purposes related to Curtis' role as conflicts counsel (.80)	0.80
05/26/12 MG8	Review docket in adversary proceeding filed against MBS litigation plaintiffs for purposes related to Curtis' role as conflicts counsel (.30)	0.30
05/26/12 MG8	Correspond with R. Baehr in follow-up to commencement of adversary proceeding against MBS litigation plaintiffs and related motion to extend automatic stay (.20)	0.20
05/29/12 SJR	Review filed complaint and motion in connection with litigation filed to extend automatic stay to directors and officers where Curtis is acting as conflicts counsel in connection with particular parties (1.30)	1.30

05/29/12	SJR	Follow up regarding matters related to Residential Capital litigation and claim by Federal Home Loan Bank of Boston, etc. where Curtis is acting as Conflicts Counsel for Residential Capital (.80)	0.80
05/29/12	MG8	Confer and correspond with working group regarding documentation for adversary proceeding including motion to extend automatic stay (.30)	0.30
05/29/12	MAC	Review complaints in lawsuits that the Debtors' are seeking to have stay extended to in connection with Curtis' role as conflicts counsel to the Debtors (1.20)	1.20
05/29/12	AD	Retrieve and assemble court filings and related documentation for the upcoming adversary proceeding per the request of M. Gallagher (4.70)	4.70
05/31/12	SJR	Confer with M. Gallagher regarding Notice of Appearance and status of adversary proceeding for purposes related to Curtis' role as conflicts counsel (.20)	0.20
05/31/12	SJR	Follow-up regarding matters related to FHLB Boston case regarding extension of automatic stay (1.90)	1.90
05/31/12	SJR	Confer with T. Smith regarding matters related to FHLB Boston case regarding extension of automatic stay, as well as next steps to be taken (.30)	0.30
05/31/12	TPS	Follow up with J. Haims on requests from plaintiffs in D. Massachusetts case re: service and motions to dismiss (.20)	0.20
05/31/12	TPS	Confer with M. Gallagher and S. Reisman re: procedural steps for possible resolution of adversary proceedings (.60)	0.60
05/31/12	TPS	Review current state of pleadings in adversary proceeding seeking to extend automatic stay to certain non-debtor affiliates (.10)	0.10
05/31/12	MG8	Complete notice of appearance for adversary proceeding (.30)	0.30
05/31/12	MG8	Correspond with T. Smith regarding contacting counsel to FHLB Boston and Chicago (.10)	0.10
05/31/12	MG8	Correspond with J. Haims regarding contacting counsel to FHLB Boston and Chicago regarding adversary proceeding (.10)	0.10
05/31/12	MG8	Review message from J. Haims regarding motion to dismiss and Ally position with respect to motion to dismiss in FHLB Boston litigation (.20)	0.20
05/31/12	MG8	Confer with T. Smith regarding adversary proceeding and issues with motion to dismiss in FHLB Boston case	0.20

Page 6

(.20)

05/31/12	MG8	Confer with S. Reisman regarding the status of the adversary proceeding case for conflicts purposes (.20)	0.20
05/31/12	AD	Review and revise a notice of appearance to be filed in the adversary proceeding case per the request of M. Gallagher (.30)	0.30
TOTAL HOURS			54.40

Summary of Services

	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Steven J. Reisman	Partner	23.10	830	19,173.00
Turner P. Smith	Partner	2.40	830	1,992.00
Michael Ari Cohen	Partner	5.50	730	4,015.00
Maryann Gallagher	Counsel	18.40	625	11,500.00
Alana Dreiman	Legal Assistant	5.00	230	1,150.00
		54.40		\$37,830.00

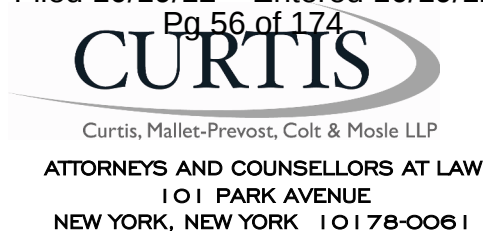
TOTAL SERVICES **\$37,830.00**

Summary of Expenses

External Photocopy Services	305.40
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TOTAL EXPENSES **\$305.40**

TOTAL THIS INVOICE **\$38,135.40**



PLEASE RETURN THIS REMITTANCE WITH YOUR PAYMENT

Payment Instructions:

Wire Funds to - Bank: Citibank
ABA Routing #: 021000089
F/B/O: Curtis Mallet-Prevost Colt & Mosle LLP
Account#: 40585074

Mail Checks to - Curtis Mallet-Prevost Colt & Mosle LLP
General Post Office
P.O. Box 27930
New York, NY 10087-7930

Residential Capital, LLC
Inv. # 1538153

Total Services 37,830.00

Total Expenses 305.40

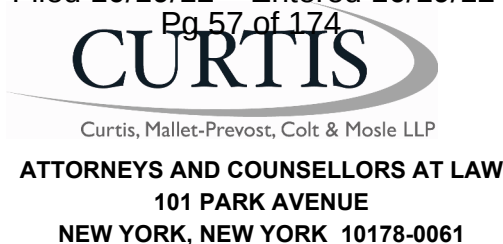
Applied Credit 0.00

Total This Invoice \$38,135.40

**If you require further information regarding past due accounts, please contact
Chandanie Doma (Accounts Receivable Coordinator) at (212)839-6807.**

Federal & New York State
Identification Number 13-5018900

This Statement is payable when rendered
in USD.



Residential Capital, LLC
 1100 Virginia Drive
 MC: 190_FTW-M01
 Fort Washington PA 19034

July 30, 2012

Inv. # 1538155
 Our Ref. 062108-000700
 SJR

Attention: Residential Capital, LLC

Re: Curtis Retention/Billing/Fee Applications

05/14/12 HES	Revise Curtis retention application per new information contained in petition (.70)	0.70
05/14/12 HES	Review petition for interested parties and compare against Curtis list for retention application (.90)	0.90
05/14/12 JZ	Confer and correspond with working group regarding issues related to preparation of retention application (.60)	0.60
05/14/12 JZ	Review additional conflicts reports and correspondence with conflicts department regarding same (.20)	0.20
05/14/12 JZ	Review and revise draft retention application (.20)	0.20
05/15/12 MG8	Review revised list of top 50 unsecured creditors for purposes of determining additional search parties for conflicts (.20)	0.20
05/15/12 MG8	Confer and correspond with J. Zimmer re: revised draft retention application (.30)	0.30
05/15/12 MG8	Coordinate updating of Curtis Retention Application to reflect revised lists of debtors and top 50 unsecured creditors and arrange for conflicts searches with respect to same (.50)	0.50
05/15/12 JZ	Review and revise draft retention application to reflect updated list of 50 largest unsecured creditors (.40)	0.40
05/15/12 JZ	Review and revise draft of retention application (.40)	0.40
05/15/12 JZ	Confer and correspond with M. Gallagher regarding revisions to retention application (.30)	0.30
05/16/12 MG8	Correspond with J. Zimmer relating to disclosures on exhibits to Curtis retention application (.30)	0.30
05/16/12 MG8	Review and revise Curtis retention application to update disclosures and certain additional search parties (.70)	0.70
05/16/12 MG8	Review Lehman claims register for status of Residential Capital/GMAC matters in Lehman (.50)	0.50

05/16/12	MG8	Confer with Curtis team regarding disclosure in Curtis retention application (.10)	0.10
05/16/12	JZ	Confer and correspond with M. Gallagher regarding issues related to drafting of retention application (.30)	0.30
05/16/12	JZ	Review and revise draft retention application (.50)	0.50
05/17/12	MG8	Review preliminary results for additional conflicts parties sent by Morrison & Foerster for purposes of updating retention application (1.10)	1.10
05/17/12	MG8	Attend to several communications with Curtis team and Conflicts Department regarding obtaining follow-up for conflicts search results (.40)	0.40
05/17/12	MG8	Confer with J. Zimmer re: related changes to retention application (.20)	0.20
05/17/12	JZ	Confer and correspond with M. Gallagher regarding issues related to drafting the retention application (.20)	0.20
05/17/12	JZ	Review and revise draft retention application (.20)	0.20
05/18/12	SJR	Review and comment on draft application for Order Authorizing Retention of Curtis Mallet as Conflicts Counsel (1.80)	1.80
05/18/12	MG8	Review additional conflicts reports related to parties first disclosed upon filing and/or appointment of Official Committee of Unsecured Creditors for purposes of completing retention application and associated disclosure (.20)	0.20
05/18/12	MG8	Follow up with J. Zimmer regarding additional conflicts reports (.40)	0.40
05/18/12	MAC	Follow up with J. Zimmer regarding draft Curtis retention application and issues related to same (.20)	0.20
05/18/12	JZ	Confer and correspond with M. Gallagher regarding issues related to the drafting of the retention application and related conflicts issues (.40)	0.40
05/18/12	JZ	Attend to conflicts issues in connection with retention of Curtis as conflicts counsel (.40)	0.40
05/18/12	JZ	Confer with M. Cohen regarding conflicts issues in connection with retention of Curtis as conflicts counsel (.20)	0.20
05/18/12	JZ	Correspond with Curtis team regarding retention application issues (.10)	0.10
05/18/12	JZ	Review and revise draft of retention application (1.00)	1.00
05/19/12	JZ	Review conflicts results and attend to issues related to the drafting of the retention application (.40)	0.40

05/19/12	JZ	Correspond with Curtis team regarding issues related to retention application (.10)	0.10
05/20/12	JZ	Attend to issues regarding preparation of retention application (.40)	0.40
05/20/12	JZ	Correspond with conflicts department regarding issues related to retention application (.20)	0.20
05/21/12	MG8	Confer with T. Graham of the conflicts department and J. Zimmer re: the completion of conflicts searches for Committee members and newly disclosed entities for purposes of completing retention application (.50)	0.50
05/21/12	MG8	Review updated conflicts reports with respect to Fortress and Deutsche Bank entities (.20)	0.20
05/21/12	JZ	Confer and correspond with M. Gallagher regarding issues related to retention application (.30)	0.30
05/21/12	JZ	Confer with Curtis team regarding issues related to retention application (.10)	0.10
05/21/12	JZ	Draft correspondence to S. Reisman regarding issues related to retention application (.10)	0.10
05/21/12	JZ	Review and revise draft retention application (.20)	0.20
05/21/12	JZ	Confer with conflicts department regarding issues related to retention application (.30)	0.30
05/22/12	MG8	Follow-up on certain items raised by most recent updated conflicts searches for purposes of updating charts to retention application (.70)	0.70
05/22/12	JZ	Confer and correspond with Curtis team regarding issues related to retention application (.30)	0.30
05/23/12	MG8	Review draft of Morrison & Foerster retention application for purposes of conforming Curtis application (.50)	0.50
05/23/12	MG8	Follow up with H. Saydah and J. Zimmer regarding implementing conforming changes and issues to address same (.30)	0.30
05/23/12	HES	Confer with M. Gallagher and J. Zimmer regarding various conflict issues (.50)	0.50
05/23/12	HES	Update Curtis retention application to conform with case management order (.20)	0.20
05/23/12	PJB2	Confer with J. Zimmer re: Curtis' retention application and matters related to same (.20)	0.20
05/23/12	JZ	Review files regarding retention application (.10)	0.10
05/23/12	JZ	Review and revise draft retention application (.30)	0.30

05/23/12	JZ	Confer and correspond with M. Gallagher regarding revisions to retention application (.30)	0.30
05/23/12	JZ	Confer and correspond with H. Saydah regarding revisions to retention application (.20)	0.20
05/23/12	JZ	Confer with P. Buenger regarding issues relating to preparation of retention application (.20)	0.20
05/24/12	JD3	Confer with H. Saydah regarding status of FGIC case and matters related to same for purposes related to Residential Capital's retention application (.40)	0.40
05/24/12	MG8	Review and comment on revised draft of retention application updated to address information from Morrison & Foerster application and Case Management Order (.60)	0.60
05/24/12	MG8	Review retention application and confer with H. Saydah regarding same (.40)	0.40
05/24/12	HES	Review bankruptcy counsel's draft retention application and revise Curtis retention application accordingly (1.20)	1.20
05/24/12	HES	Review Curtis' retention application (.40)	0.40
05/24/12	HES	Confer with J. Drew regarding representation of FGIC for purposes related to the drafting of Residential Capital's retention application (.40)	0.40
05/24/12	HES	Confer with M. Gallagher regarding retention application (.30)	0.30
05/24/12	HES	Briefly review additional conflicts results (.90)	0.90
05/25/12	MG8	Confer with Curtis team regarding S. Reisman declaration in support of Curtis retention application (.40)	0.40
05/25/12	MG8	Telephone conference with J. Wishnew regarding timing, US Trustee review and process for filing retention application (.20)	0.20
05/25/12	MG8	Follow up with H. Saydah regarding retention application to update S. Reisman declaration to reflect additional information and initial comments of S. Reisman (.20)	0.20
05/25/12	MG8	Review and revise retention application to update S. Reisman declaration to reflect additional information and initial comments of S. Reisman (.40)	0.40
05/25/12	MG8	Confer with D. Adams regarding report from conflicts department regarding certain of his clients for potential disclosure in Reisman declaration (.10)	0.10

05/25/12	MG8	Review report from conflicts department regarding Deutsche Bank entities and follow up with respect to same with regard to Curtis retention application (.20)	0.20
05/25/12	HES	Perform final review of draft retention application and revise accordingly (1.70)	1.70
05/25/12	HES	Revise retention application per S. Reisman's comments (.70)	0.70
05/25/12	HES	Review conflicts issues and confer with M. Gallagher regarding same (.50)	0.50
05/25/12	HES	Review correspondence from lead counsel regarding retainer procedures (.20)	0.20
05/29/12	HES	Confer with Curtis team regarding changes to retention application and additional conflicts issues (.80)	0.80
05/29/12	HES	Review and revise retention application accordingly (1.00)	1.00
05/30/12	MG8	Review all conflicts parties disclosed in draft retention application and additional diligence regarding same to ensure accuracy (.80)	0.80
05/30/12	HES	Correspond with Curtis team regarding additional conflicts issues (.70)	0.70
05/30/12	HES	Review retention application with respect to additional conflict matters (.50)	0.50
05/30/12	HES	Review reports regarding retention application (.50)	0.50
05/31/12	MG8	Confer and correspond with H. Saydah regarding issues with respect to two search parties for disclosure on retention application (.60)	0.60
05/31/12	MG8	Correspond with Curtis team regarding issues relating to certain search parties (.20)	0.20
05/31/12	HES	Review and analyze conflicts results per M. Gallagher's request (6.40)	6.40
05/31/12	HES	Confer with Curtis team regarding comments to retention application (.20)	0.20
05/31/12	HES	Revise Curtis' retention application (.20)	0.20
05/31/12	HES	Confer with M. Gallagher regarding results of conflicts review and analysis (.60)	0.60
05/31/12	JZ	Confer and correspond with Curtis team regarding issues related to completion of retention application for filing (.20)	0.20

TOTAL HOURS 42.40

Summary of Services

	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Steven J. Reisman	Partner	1.80	830	1,494.00
Michael Ari Cohen	Partner	0.20	730	146.00
Maryann Gallagher	Counsel	11.20	625	7,000.00
James V. Drew	Associate	0.40	590	236.00
Heather Elizabeth Saydah	Associate	19.50	550	10,725.00
Peter Josef Buenger	Associate	0.20	425	85.00
James Zimmer	Associate	9.10	345	3,139.50
		42.40		\$22,825.50
	TOTAL SERVICES			\$22,825.50
	Less Discount			\$-5,000.00
	TOTAL THIS INVOICE			\$17,825.50

CURTIS

Curtis, Mallet-Prevost, Colt & Mosle LLP

ATTORNEYS AND COUNSELLORS AT LAW
101 PARK AVENUE
NEW YORK, NEW YORK 10178-0061

PLEASE RETURN THIS REMITTANCE WITH YOUR PAYMENT

Payment Instructions:

Wire Funds to - Bank: Citibank
 ABA Routing #: 021000089
 F/B/O: Curtis Mallet-Prevost Colt & Mosle LLP
 Account#: 40585074

Mail Checks to - Curtis Mallet-Prevost Colt & Mosle LLP
 General Post Office
 P.O. Box 27930
 New York, NY 10087-7930

Residential Capital, LLC
 Inv. # 1538155

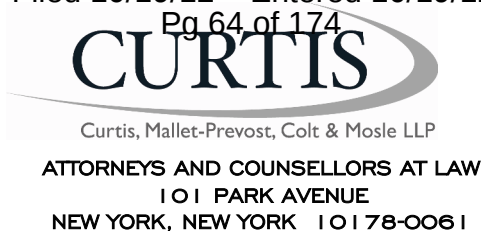
Total Services	22,825.50
Less Discount	-5,000.00
Total Expenses	0.00
Applied Credit	0.00

Total This Invoice	<u>\$17,825.50</u>
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**If you require further information regarding past due accounts, please contact
 Chandanie Doma (Accounts Receivable Coordinator) at (212)839-6807.**

Federal & New York State
 Identification Number 13-5018900

This Statement is payable when rendered
 in USD.



Residential Capital, LLC
 1100 Virginia Drive
 MC: 190_FTW-M01
 Fort Washington PA 19034

July 31, 2012

Inv. # 1544985
 Our Ref. 062108-000100
 SJR

Attention: Residential Capital, LLC

Re: Case Administration

06/01/12	MG8	Correspond with Court regarding transmission of Notices of Appearance for main case and adversary proceeding for motion to extend stay and preliminary injunction for conflicts purposes (.20)	0.20
06/01/12	MG8	Confer with M. Cohen regarding Committee's 2004 motion (.20)	0.20
06/01/12	MG8	Correspond with Curtis team regarding organizational and scheduling matters for case for conflicts purposes (.50)	0.50
06/01/12	MG8	Review Committee's motion under Rule 2004 seeking authority to conduct discovery and issue subpoenas in connection with Debtors' prepetition transactions and related matters (1.20)	1.20
06/01/12	MG8	Review order shortening time and Debtors' Motion for a Supplemental Order regarding continued implementation of loss mitigation programs for potential conflicts purposes (1.80)	1.80
06/01/12	MG8	Review Debtors' notice of hearing on Motion to Approve Sales Procedures (.20)	0.20
06/01/12	MG8	Review Shellpoint motion for relief from stay to effectuate termination of a servicing agreement for conflicts purposes (.30)	0.30
06/01/12	MG8	Review declaration of P. Giampocaro in support of Sales Procedures Motion and follow-up with J. Wishnew regarding exhibits (.20)	0.20
06/01/12	MG8	Draft correspondence to S. Reisman summarizing status of cases and providing an update re: May 31st status conference for purposes related to Curtis' role as conflicts counsel (1.20)	1.20
06/01/12	MAC	Review Chapter 11 docket and related pleadings in connection with Curtis' role as conflicts counsel to the Debtors (1.00)	1.00
06/01/12	MAC	Confer with M. Gallagher re: Committee's 2004 motion for conflicts purposes (.20)	0.20

06/01/12	KM	Follow up re: communications with KCC re: service and parties to notice re: Notice of Appearances in lead bankruptcy and adversary proceeding cases and follow up with Curtis team re: same (.80)	0.80
06/01/12	SM	Amend internal calendar to reflect hearing dates and deadlines as set by Court (.30)	0.30
06/04/12	AD	Retrieve and assemble court filings and related documentation for M. Gallagher in re: to the Notice of Motion of the Official Committee of Unsecured Creditors (.40)	0.40
06/05/12	MG8	Review for potential conflicts purposes the Motion of Berkshire Hathaway to appoint examiner and associated declaration and related motion to shorten time (.60)	0.60
06/05/12	MG8	Review amended notice of hearing for June 18th hearing for conflicts purposes (.10)	0.10
06/05/12	AD	Retrieve and assemble court filings and related documentation for M. Gallagher re: depositions scheduled for June 6th, 7th, and 8th (5.00)	5.00
06/06/12	MG8	Attend to review of daily docket activity for conflicts purposes (.20)	0.20
06/06/12	MG8	Review Committee omnibus response and reservation of rights to certain first day motions for conflicts purposes (.80)	0.80
06/06/12	MG8	Review UST objection to cash management motion (.30)	0.30
06/08/12	MG8	Review notice of agenda for June 12th hearing and follow-up regarding same (.20)	0.20
06/11/12	SJR	Review pleadings for June 12, 2012 Hearing in Residential Capital Chapter 11 case regarding potential conflict matters including Pre-Petition Wages Motion, various affidavits, Omnibus Response and Reservation of Rights of Creditors' Committee as well as other pleadings in preparation for tomorrow's hearing (3.40)	3.40
06/11/12	SM	Retrieve and assemble court filings and related documentation for S. Reisman and M. Gallagher in preparation for June 12, 2012 hearing (5.40)	5.40
06/12/12	MG8	Follow-up with S. Reisman regarding outcome of hearing (.30)	0.30
06/12/12	MG8	Prepare for and attend hearing on final orders for certain first day motions including prepetition wages, cash management, taxes and regulatory fees, shared services with Ally Financial, motion to seal Freddie Mac document relating to GSE servicing motion, GSE	3.30

	Servicing Motion, Non-GSE servicing motion and supplemental servicing motion for purposes related to Curtis' role as conflicts counsel (3.30)	
06/12/12 MG8	Review Debtors' motion for approval of RMBS Trust Settlement Agreements and exhibits thereto for potential conflict issues (2.50)	2.50
06/12/12 SM	Research case materials regarding authorization motions for M. Gallagher (.60)	0.60
06/13/12 MG8	Prepare for and attend second day of hearings on final orders for certain first day motions for potential conflicts purposes (2.50)	2.50
06/13/12 MG8	Review Motions to Assume plan support agreements with two groups of MBS investors and related materials (1.90)	1.90
06/13/12 MG8	Review Debtors' sales procedure motion and support materials and exhibits for potential conflicts purposes raised by certain objections to that motion (1.60)	1.60
06/13/12 MAC	Review Chapter 11 case docket and related pleadings in connection with Curtis' role as conflicts counsel to the Debtors (1.80)	1.80
06/14/12 MG8	Review recent docket activity for Residential Capital Chapter 11 cases for conflicts counsel purposes (.80)	0.80
06/14/12 MG8	Review 2019 statement filed by White and case regarding ad hoc group of junior unsecured creditors (.10)	0.10
06/14/12 MAC	Review sale pleadings and examiner motion pleadings in connection with preparing for Curtis' role as conflicts counsel to the Debtors for the June 18th hearing (2.60)	2.60
06/15/12 MG8	Attend to review of recent docket activity in Residential Capital Chapter 11 cases, including items relating to UST motion for examiner and other items scheduled for June 18th hearing in connection with Curtis' role as conflict counsel (.70)	0.70
06/15/12 MG8	Attend to review of docket activity throughout the day regarding exhibits, various replies, supplements to and proposed order for motions for hearing on June 18th, including Sales Procedures, DIP Financing, Examiner Motion, Ally Servicing and Origination, and follow-up regarding the same in connection with Curtis' role as conflicts counsel (3.10)	3.10
06/15/12 MG8	Briefly review Berkshire Hathaway's Exhibits for objection to Debtors' Sales procedures motion (.20)	0.20
06/15/12 MG8	Correspond with A. Dreiman regarding completion of document binders for June 18th hearing and related preparation (.50)	0.50

06/15/12 AD	Retrieve and assemble court filings and related documentation for S. Reisman, M. Gallagher, T. Foudy and M. Cohen for the June 18th Omnibus Hearing (11.50)	11.50
06/15/12 AD	Confer and correspond with Curtis team throughout the day re: court filings and related documentation for the June 18th Omnibus Hearing (2.00)	2.00
06/15/12 AD	Correspond with M. Gallagher re: documentation and court filings re: the June 18th Omnibus Hearing (.50)	0.50
06/16/12 AD	Retrieve and assemble court filings and related documentation per the request of M. Gallagher for the upcoming June 18th Omnibus Hearing (5.00)	5.00
06/18/12 MG8	Briefly review docket activity for purposes related to Curtis' role as conflicts counsel (.50)	0.50
06/18/12 AD	Amend internal case calendar to reflect hearing dates and deadlines as set by Court for conflicts purposes (.30)	0.30
06/19/12 MG8	Review daily docket activity for Residential Capital Chapter 11 cases for potential conflicts (.60)	0.60
06/19/12 MG8	Prepare for and attend hearing on sales procedures (stalking horse bids) motion for potential conflict purposes (1.30)	1.30
06/19/12 MG8	Correspond with Curtis team re: the outcome of the hearing on the sales procedures motion (.30)	0.30
06/19/12 MG8	Follow-up correspondence with S. Reisman regarding the outcome of the hearing on the sales procedures motion (.30)	0.30
06/19/12 MAC	Review Chapter 11 case docket and pleadings in connection with Curtis' Role as conflicts counsel (1.00)	1.00
06/19/12 AD	Amend internal case calendar to reflect hearing dates and deadlines as set by Court (.10)	0.10
06/20/12 MG8	Attend to various filings regarding claims and potential stay relief filed by various claimants, mostly pro se, in the Residential Capital bankruptcy cases in connection with potential conflicts issues (.80)	0.80
06/20/12 MG8	Review notice of initial case conference for Debtors motion for assumption of plan support agreements with Talcott Franklin Claimants and RMBS Claimants (.20)	0.20
06/20/12 MG8	Briefly review Judge Glenn's decision on Ally Examiner Motion for conflicts purposes (.30)	0.30
06/20/12 MAC	Review pleadings seeking relief from the automatic stay in connection with Curtis' role as conflicts counsel	0.90

(.90)

06/21/12	MAC	Review Chapter 11 case docket and related pleadings in connection with Curtis' role as conflicts counsel to the debtors (1.20)	1.20
06/22/12	MAC	Review pleadings regarding RMBS Settlement Motion and Objections to same and conduct analysis of related issues in connection with Curtis' role as conflicts counsel to the Debtors (1.90)	1.90
06/22/12	AD	Retrieve and assemble court documents for an upcoming case conference per the request of M. Gallagher for conflicts purposes (1.00)	1.00
06/25/12	MG8	Review update on hearing on status conference relating Motions to Assume the plan support agreements and relating settlements (.20)	0.20
06/25/12	AD	Retrieve and assemble court documents re: the June 25, 2012 Case Conference (.50)	0.50
06/26/12	MG8	Review recent docket activity, including complaint filed by Lewis parties against GMAC Mortgage, for potential conflicts purposes (.50)	0.50
06/26/12	MAC	Review Chapter 11 case docket and pleadings in connection with Curtis' role as conflicts counsel to the Debtors (1.00)	1.00
06/27/12	MAC	Review docket and related pleadings in connection with Curtis' role as conflicts counsel to the Debtors (.80)	0.80
06/28/12	MG8	Review Notice of Proposed Order and attached Proposed Order Approving Sale of Debtors' Assets Pursuant to Asset Purchase agreement with Berkshire Hathaway and related documents (.50)	0.50
06/28/12	MG8	Review notices for matters to be heard on July 13, 2012 and follow-up re: same (.10)	0.10
06/28/12	MG8	Review order directing appointment of an examiner for conflicts purposes (.20)	0.20
06/28/12	MG8	Briefly review order approving sales procedures, scheduling and bid deadline, auction, and sale hearing, as well as establishing notice procedures and attached related documents for potential conflict purposes (.40)	0.40
06/28/12	MG8	Review notice of filing of Amended Purchase Agreement Among Nationstar Mortgage and Certain of the Debtors and briefly scan the attached agreement (.50)	0.50
06/28/12	MG8	Review notice of filing of Asset Purchase Agreement with Berkshire Hathaway and Certain Debtors and briefly scan the attached agreement for conflicts purposes (.50)	0.50

06/28/12	SM	Amend internal calendar to reflect hearing dates and deadlines as set by Court (.30)	0.30
06/29/12	MG8	For potential conflicts purposes, briefly review additional omnibus objection of Wendy Alison Nora regarding Debtors' Chapter 11 cases (.10)	0.10
06/29/12	MG8	Review notice of filing of proposed final supplemental order authorizing Debtors to continue implementing loss mitigation procedures, approving procedures for settlements, granting limited stay relief relating to foreclosure, evictions and borrower bankruptcies, and authorizing and directing Debtors to pay securitization trustee fees and expenses (.30)	0.30
06/29/12	MG8	Review notice of auction and sale hearing to sell certain of the Debtors' assets pursuant to ASAs with Nationstar Mortgage and Berkshire Hathaway (.30)	0.30
06/29/12	MG8	Briefly review motion to Wells Fargo for relief from the automatic stay to allow action to continue in California and related filings for conflicts purposes (.30)	0.30
TOTAL HOURS			83.20

Summary of Services

	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Steven J. Reisman	Partner	3.40	830	2,822.00
Michael Ari Cohen	Partner	12.40	730	9,052.00
Maryann Gallagher	Counsel	33.70	625	21,062.50
Katerina Mantell	Legal Assistant	0.80	230	184.00
Alana Dreiman	Legal Assistant	26.30	230	6,049.00
Stephanie Morales	Legal Assistant	6.60	220	1,452.00
		83.20		\$40,621.50

TOTAL SERVICES

\$40,621.50

Summary of Expenses

External Photocopy Services	1,702.20
Sec. of State Bus. Entity Search Charges	45.00
Transportation Expense (Subway to Court)	13.50

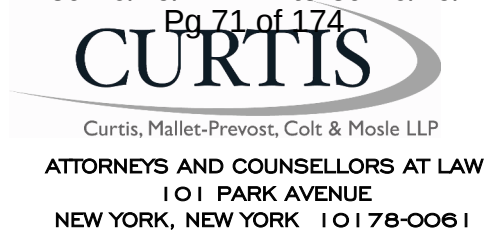
TOTAL EXPENSES

\$1,760.70

Page 7

TOTAL THIS INVOICE

\$42,382.20



PLEASE RETURN THIS REMITTANCE WITH YOUR PAYMENT

Payment Instructions:

Wire Funds to - Bank: Citibank
ABA Routing #: 021000089
F/B/O: Curtis Mallet-Prevost Colt & Mosle LLP
Account#: 40585074

Mail Checks to - Curtis Mallet-Prevost Colt & Mosle LLP
General Post Office
P.O. Box 27930
New York, NY 10087-7930

Residential Capital, LLC
Inv. # 1544985

Total Services 40,621.50

Total Expenses 1,760.70

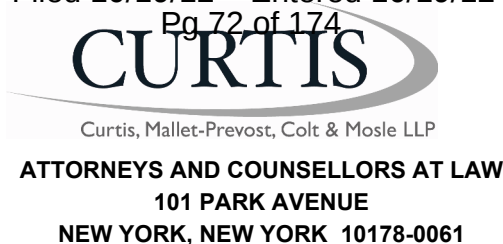
Applied Credit 0.00

Total This Invoice \$42,382.20

**If you require further information regarding past due accounts, please contact
Chandanie Doma (Accounts Receivable Coordinator) at (212)839-6807.**

Federal & New York State
Identification Number 13-5018900

This Statement is payable when rendered
in USD.



Residential Capital, LLC
 1100 Virginia Drive
 MC: 190_FTW-M01
 Fort Washington PA 19034

July 31, 2012

Inv. # 1544986
 Our Ref. 062108-000210
 SJR

Attention: Residential Capital, LLC

Re: Asset Analysis, Sales and Recoveries

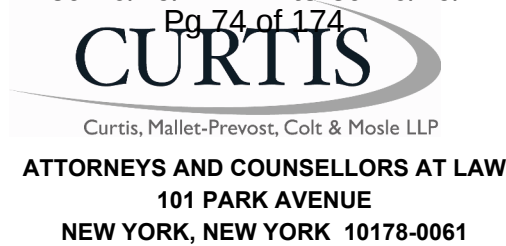
06/11/12	SJR	Review Objections to Asset Sales Procedure Motion in Residential Capital case regarding possible conflict matters (1.40)	1.40
06/11/12	SJR	Review of Objections filed by Deutsch Bank, Wells Fargo, U.S. Bank and Bank of New York Mellon Trust Company where those parties are potential conflict parties for MoFo and Curtis may need to act as Conflicts Counsel in the event Objections cannot be resolved (2.20)	2.20
06/11/12	SJR	Attend to review of Sales Procedures Motion and Objections filed to same regarding possible conflict matters (1.80)	1.80
06/11/12	TF1	Review objections to Sales motion filed by Berkshire Hathaway and U.S. Trustee (.50)	0.50
06/12/12	TF1	Review objections filed to Sales Procedures Order and information on alternative offers for conflicts purposes (1.20)	1.20
06/12/12	MG8	Summarize basic terms of Lone Star and Berkshire offers for working group and conflicts purposes (.50)	0.50
06/14/12	SJR	Review various documentation including declarations and submissions in connection with motions for approval of orders related to sale of debtors assets and responding to Objections to Sale Motion and other matters where Curtis is serving as Conflicts Counsel (4.30)	4.30
TOTAL HOURS			11.90

July 31, 2012
Inv # 1544986
Our Ref # 062108-000210

Page 2

Summary of Services

	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Steven J. Reisman	Partner	9.70	830	8,051.00
Theresa A. Foudy	Partner	1.70	730	1,241.00
Maryann Gallagher	Counsel	0.50	625	312.50
		11.90		\$9,604.50
TOTAL SERVICES				\$9,604.50
TOTAL THIS INVOICE				\$9,604.50



PLEASE RETURN THIS REMITTANCE WITH YOUR PAYMENT

Payment Instructions:

Wire Funds to - Bank: Citibank
ABA Routing #: 021000089
F/B/O: Curtis Mallet-Prevost Colt & Mosle LLP
Account#: 40585074

Mail Checks to - Curtis Mallet-Prevost Colt & Mosle LLP
General Post Office
P.O. Box 27930
New York, NY 10087-7930

Residential Capital, LLC
Inv. # 1544986

Total Services 9,604.50

Total Expenses 0.00

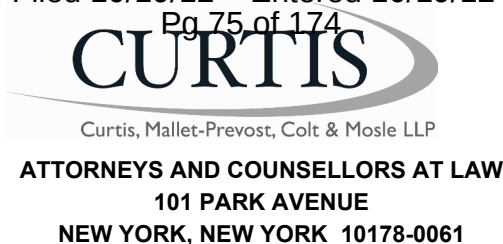
Applied Credit 0.00

Total This Invoice **\$9,604.50**

**If you require further information regarding past due accounts, please contact
Chandanie Doma (Accounts Receivable Coordinator) at (212)839-6807.**

Federal & New York State
Identification Number 13-5018900

This Statement is payable when rendered
in USD.



Residential Capital, LLC
 1100 Virginia Drive
 MC: 190_FTW-M01
 Fort Washington PA 19034

July 31, 2012

Inv. # 1544987
 Our Ref. 062108-000350
 SJR

Attention: Residential Capital, LLC

Re: Hearings and Court Matters

06/18/12	SJR	Attend portion of Hearing on Motion to Appoint Examiner in Residential Capital case where Curtis may be needed on conflict matters (4.40)	4.40
06/18/12	TF1	Prepare for and attend June 18th hearing, including initial case management conference in adversary proceeding for conflicts purposes (7.00)	7.60
06/18/12	MG8	Prepare for and attend omnibus hearing in capacity as conflicts counsel to the Debtors on Debtors' motions for approval of DIP Financings and Sales Procedures, use of cash collateral, and continuation of origination business, as well as status conference for adversary proceeding seeking to extend the automatic stay and Berkshire Hathway's motion for an examiner (9.00)	9.00
06/18/12	MAC	Prepare for and attend hearing for purposes related to Curtis' role as conflicts purposes at the United States Bankruptcy Court for the Southern District of New York on Berkshire's motion to Appoint an Examiner, the Debtors' Bid Procedures Motion and the final relief on certain first day orders (10.00)	10.00
06/19/12	TF1	Attend continued hearing on sale motion (.60)	0.60
06/19/12	TF1	Participate in court-mandated "meet and confer" for the extend stay adversary proceeding (.50)	1.00
06/19/12	MAC	Prepare for and attend continued hearing on Debtors' sale motion in connection with Curtis' role as conflicts counsel to the Debtors (1.60)	1.60
06/20/12	MAC	Attend status conference on Debtors' Adversary Proceeding to extend automatic stay (.90)	0.90
06/20/12	MAC	Review pleadings in connection with status conference on the Debtors' Adversary Proceeding to extend the automatic stay (.50)	0.50
06/25/12	MAC	Prepare for and attend hearing on Residential Capital's motion to approve RMBS Settlement at SDNY Bankruptcy Court in connection with Curtis' role as conflicts counsel to the Debtors (2.00)	2.00

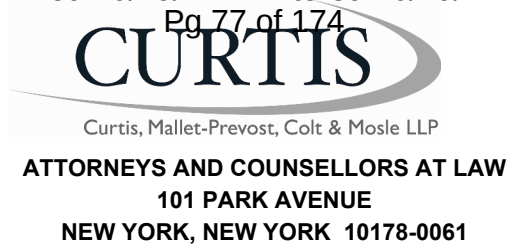
TOTAL HOURS 37.60

Summary of Services

	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Steven J. Reisman	Partner	4.40	830	3,652.00
Theresa A. Foudy	Partner	9.20	730	6,716.00
Michael Ari Cohen	Partner	15.00	730	10,950.00
Maryann Gallagher	Counsel	9.00	625	5,625.00
		37.60		\$26,943.00

TOTAL SERVICES \$26,943.00

TOTAL THIS INVOICE **\$26,943.00**



PLEASE RETURN THIS REMITTANCE WITH YOUR PAYMENT

Payment Instructions:

Wire Funds to - Bank: Citibank
ABA Routing #: 021000089
F/B/O: Curtis Mallet-Prevost Colt & Mosle LLP
Account#: 40585074

Mail Checks to - Curtis Mallet-Prevost Colt & Mosle LLP
General Post Office
P.O. Box 27930
New York, NY 10087-7930

Residential Capital, LLC
Inv. # 1544987

Total Services 26,943.00

Total Expenses 0.00

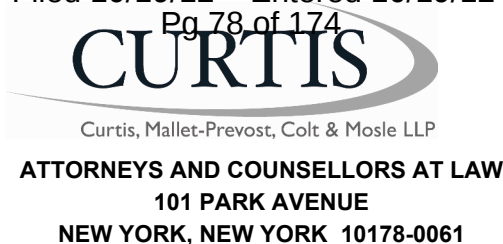
Applied Credit 0.00

Total This Invoice **\$26,943.00**

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Chandanie Doma (Accounts Receivable Coordinator) at (212)839-6807.**

Federal & New York State
Identification Number 13-5018900

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Residential Capital, LLC
 1100 Virginia Drive
 MC: 190_FTW-M01
 Fort Washington PA 19034

July 31, 2012

Inv. # 1544988
 Our Ref. 062108-000400
 SJR

Attention: Residential Capital, LLC

Re: General Litigation Matters

06/05/12	TPS	Coordinate with M. Gallagher and T. Foudy on coverage for depositions on pending motion for conflicts purposes (.40)	0.40
06/05/12	TF1	Confer with M. Gallagher and T. Smith to discuss background/dynamics pertinent to covering depositions by Creditors' Committee in connection with DIP and Sale Procedures Motions for conflicts purposes (.80)	0.80
06/05/12	TF1	Review court pleadings relevant to pertinent depositions (1.50)	1.50
06/05/12	MG8	Confer with T. Smith and T. Foudy regarding various depositions (.80)	0.80
06/06/12	TF1	Attend deposition of S. Greene for conflicts purposes (6.50)	6.50
06/06/12	TF1	Review background documents pertinent to deposition topics (1.00)	1.00
06/06/12	TF1	Compose draft summary re: deposition topics (.90)	0.90
06/07/12	TF1	Attend deposition of M. Puntas for conflicts purposes (3.50)	3.50
06/07/12	TF1	Review background material pertinent to the deposition of M. Puntas (.40)	0.40
06/07/12	TF1	Begin draft summary memo for filing (.80)	0.80
06/08/12	SJR	Review documentation regarding litigation against Allstate regarding staying of claims against directors and officers and follow up regarding scheduling and other matters (.80)	0.80
06/08/12	TF1	Review background information pertinent to deposition of J. Whitlinger, including first-day declaration (.90)	0.90
06/08/12	TF1	Begin summary of J. Whitlinger deposition (.40)	0.40
06/08/12	TF1	Attend deposition of J. Whitlinger for conflicts purposes (3.80)	3.80

06/11/12	TF1	Finish and circulate deposition summaries for S. Greene, M. Puntas and J. Whitlinger (2.20)	2.20
06/12/12	TPS	Review recent developments and filings in the Berkshire matter (.30)	0.30
06/12/12	TF1	Confer with Curtis team re: hearing update (.20)	0.20
06/13/12	TF1	Review background information pertinent to attending R. Wechsler deposition for conflicts purposes, including Rule 2004 motion by Committee and Berkshire letters (1.50)	1.50
06/14/12	TF1	Attend deposition of R. Weschler in connection with motion by Berkshire Hathaway to appoint an Examiner (5.10)	5.10
06/14/12	TF1	Begin drafting summary of Weschler deposition testimony (.50)	0.50
06/14/12	TF1	Review emails re: scheduling R. Millard and J. Dermont depositions (.10)	0.10
06/14/12	TF1	Review and execute NDA with Berkshire (.30)	0.30
06/15/12	TF1	Review court papers pertinent to June 18th conference, including J. Dermont affidavit, exhibit lists, and papers filed on examiner motion (1.20)	1.20
06/19/12	TF1	Finish drafting memo summarizing R. Weschler deposition (1.00)	1.00
06/19/12	TF1	Review underlying materials filed in adversary proceeding for conflicts purposes (.50)	0.50
06/19/12	TF1	Coordinate court-ordered telephonic conference in connection with the adversary proceeding (.20)	0.20
06/19/12	TF1	Review emails regarding briefing schedule in connection with same (.10)	0.10
06/19/12	MG8	Review summary of R. Wechsler deposition prepared by T. Foudy (.30)	0.30
06/20/12	TF1	Follow-up regarding court-scheduled conference in stay extension adversary proceeding (.10)	0.10
06/21/12	TF1	Receive summary of telephonic conference with Judge Glenn in regards to extend stay adversary proceeding (.10)	0.10
06/28/12	SJR	Follow up regarding matters related to Residential Capital versus Allstate Insurance litigation related to extension of automatic stay and review of materials submitted in opposition by various parties as well as follow up regarding efforts to resolve matters related to conflict parties by Curtis, Mallet (.70)	0.70

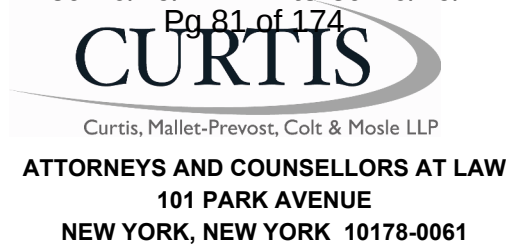
TOTAL HOURS 36.90

Summary of Services

	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Steven J. Reisman	Partner	1.50	830	1,245.00
Turner P. Smith	Partner	0.70	830	581.00
Theresa A. Foudy	Partner	33.60	730	24,528.00
Maryann Gallagher	Counsel	1.10	625	687.50
		36.90		\$27,041.50

TOTAL SERVICES \$27,041.50

TOTAL THIS INVOICE \$27,041.50



PLEASE RETURN THIS REMITTANCE WITH YOUR PAYMENT

Payment Instructions:

Wire Funds to - Bank: Citibank
ABA Routing #: 021000089
F/B/O: Curtis Mallet-Prevost Colt & Mosle LLP
Account#: 40585074

Mail Checks to - Curtis Mallet-Prevost Colt & Mosle LLP
General Post Office
P.O. Box 27930
New York, NY 10087-7930

Residential Capital, LLC
Inv. # 1544988

Total Services 27,041.50

Total Expenses 0.00

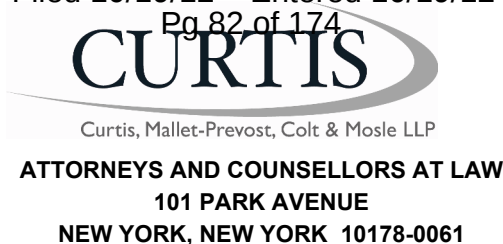
Applied Credit 0.00

Total This Invoice **\$27,041.50**

**If you require further information regarding past due accounts, please contact
Chandanie Doma (Accounts Receivable Coordinator) at (212)839-6807.**

Federal & New York State
Identification Number 13-5018900

This Statement is payable when rendered
in USD.



Residential Capital, LLC
 1100 Virginia Drive
 MC: 190_FTW-M01
 Fort Washington PA 19034

July 31, 2012

Inv. # 1544989
 Our Ref. 062108-000410
 SJR

Attention: Residential Capital, LLC

Re: Adversary Proceedings and Contested Matters

06/01/12	SJR	Attend to review of materials regarding Federal Home Loan Bank of Chicago and Federal Home Loan Bank of Boston adversary proceeding in connection with motion to extend the automatic stay and review materials regarding same (.80)	0.80
06/01/12	TPS	Confer with M. Gallagher re: compliance with automatic stay, preservation of evidence and matters related to same (.20)	0.20
06/01/12	TPS	Attend telephone conference with counsel for FHLB Boston and FHLB Chicago re: complaint seeking to extend stay (.30)	0.30
06/01/12	TPS	Review series of document preservation letters sent by plaintiff's counsel in RMBS cases for conflicts purposes (.30)	0.30
06/01/12	MG8	Review correspondence from Keller Rohrback, counsel to Federal Home Loan Bank of Chicago and Federal Home Loan Bank of Boston, regarding compliance with automatic stay and preservation of evidence for conflicts purposes (.30)	0.30
06/01/12	MG8	Follow up with T. Smith regarding FHLB Boston and FHLB Chicago compliance with automatic stay and preservation of evidence and attend to matters related to same (.40)	0.20
06/01/12	AD	Review and revise letter to Judge Glenn re: the Notice of Appearance filed on 5/31/2012 per the request of M. Gallagher for conflicts purposes (.30)	0.30
06/04/12	SJR	Confer with Curtis team regarding matters related to adversary proceeding extending automatic stay and issues related to same (.40)	0.40
06/04/12	SJR	Review Notice of Initial Case Conference regarding Debtors Motion to Extend the Automatic Stay for Injunctive Relief related to Debtors Officers and Directors and certain non-Debtor Affiliates and scheduling of matters related to same (.80)	0.80
06/04/12	SJR	Confer with M. Gallagher regarding the status of	0.50

	adversary proceedings and next steps regarding same (.50)	
06/04/12 TPS	Confer with M. Gallagher re: response to document preservation letters and matters related to same (.40)	0.40
06/04/12 TPS	Review dockets in FHLB Boston Massachusetts case against Non-Debtor affiliates and certain debtors for conflicts purposes (.20)	0.20
06/04/12 TPS	Provide updates on summons procedures and Motion to Dismiss in the FHLB Boston case (.20)	0.20
06/04/12 MG8	Confer with T. Smith regarding Debtors' response or reaction to correspondence from counsel to FHLB of Boston and FHLB of Chicago regarding document retention and related matters (.30)	0.30
06/04/12 MG8	Review notice of status conference on motion to extend automatic stay (.10)	0.10
06/04/12 MG8	Review updated notice for hearing on motion to extend automatic stay (.10)	0.10
06/04/12 MG8	Draft follow-up correspondence to L. Nashelsky regarding hearing on motion to extend automatic stay (.20)	0.20
06/04/12 MG8	Review notices of deposition filed by Committee related to examinations of Debtors' advisors and CFO in connection with investigation of DIP financings, use of cash collateral, and Sales Procedures Motions for conflicts purposes (.30)	0.30
06/04/12 MG8	Review agenda for hearing on Committee's 2004 motion (.10)	0.10
06/04/12 MG8	Review summons for adversary proceeding and follow-up regarding same for conflicts purposes (.20)	0.20
06/04/12 MG8	Draft update for Curtis team on status of adversary proceeding (.50)	0.50
06/04/12 MG8	Telephone conference with T. Smith regarding status of adversary proceeding (.10)	0.10
06/04/12 MG8	Telephone conference with J. Haims regarding update on timing of issuance of summons and hearing date for motion to extend stay and related issues for purposes related to Curtis' role as conflicts counsel (.20)	0.20
06/04/12 MG8	Confer with S. Reisman regarding status of adversary proceeding seeking to extend stay or provide for declaratory or injunctive relief, issues raised and service of same (.50)	0.50
06/05/12 SJR	Attend to matters regarding automatic stay adversary proceeding, exchange e-mails regarding same and	1.30

	confer with M. Gallagher regarding same (1.30)	
06/05/12 SJR	Confer with M. Gallagher regarding order for motion to extend the automatic stay, Committee depositions, Debtors' sales procedures and DIP financing motions (.10)	0.10
06/05/12 TPS	Confer with M. Gallagher regarding Debtors' sale procedures, DIP financing motions, upcoming depositions scheduled by the Committee and matters related to same for purposes related to Curtis' role as conflicts counsel (.30)	0.30
06/05/12 MG8	Correspond with S. Reisman and L. Nashelsky regarding proposed order for motion to extend the automatic stay (.20)	0.20
06/05/12 MG8	Prepare for and attend telephone conference with Curtis team to review background materials to prepare for Committee depositions regarding DIP financings, cash collateral and sales procedures for purposes related to Curtis' role as conflicts counsel (0.70)	0.70
06/05/12 MG8	Review objection of individual to all motions based on claims of alleged constitutional violations (.10)	0.10
06/05/12 MG8	Review order approving the Berkshire Hathaway Motion seeking to shorten time (.10)	0.10
06/05/12 MG8	Review motion for order shortening time for Berkshire Hathaway motion seeking appointment of examiner (.20)	0.20
06/05/12 MG8	Review Berkshire Hathaway's motion seeking appointment of examiner to conduct independent investigation of prepetition transactions and basis for settlements entered into by the Debtors for purposes related to Curtis' role as conflicts counsel (.50)	0.50
06/05/12 MG8	Briefly review limited objections to supplemental servicing motion filed by individuals and by the National Association of Consumer Bankruptcy Attorneys, statement of US Attorney's office in support with respect to Ginnie Mae and two motions seeking to lift automatic stay by parties filing limited objection to subservicing motion (.60)	0.60
06/05/12 MG8	Communicate with Curtis team regarding upcoming discovery and issues in dispute for conflicts purposes (.50)	0.50
06/05/12 MG8	Confer with Curtis team regarding Residential Capital case and matters covered by Committee depositions with respect to DIP financings, Citibank Cash Collateral and Sales Procedures (.30)	0.30
06/05/12 MG8	Confer with T. Smith regarding depositions scheduled by Committee (.30)	0.20

06/05/12	MG8	Follow-up with Curtis team regarding Debtors' sale procedures and DIP financing motions (.20)	0.20
06/05/12	MG8	Review three notices of deposition filed by Committee regarding Debtors' sales procedures and DIP financing motions for conflicts purposes (.40)	0.40
06/05/12	MG8	Correspond with Curtis team re: Committee depositions, timing and staffing (.30)	0.30
06/05/12	MG8	Telephone conference with S. Reisman regarding Committee depositions for purposes related to Curtis' role as conflicts counsel (.20)	0.20
06/06/12	MG8	Correspond with Curtis team regarding depositions relating to Sales Procedures and Financing Motions (.20)	0.20
06/07/12	TPS	Confer with M. Gallagher regarding request for information and issues relating to service from the counsel for FHLB Chicago and Boston (.10)	0.10
06/07/12	TPS	Confer with attorney in the legal affairs office of Allstate re: motion to extend stay and follow-up with list of Allstate cases for purposes related to Curtis' role as conflicts counsel (.50)	0.50
06/07/12	TPS	Telephone conference with counsel for FHLB Chicago and Boston to prepare pleading package for them (.70)	0.70
06/07/12	MG8	Respond to requests for information and documents from counsel to adversary defendants of FHLB Boston and FHLB Chicago regarding adversary proceeding and issues relating to service and confer with T. Smith re: same (.50)	0.50
06/07/12	MG8	Review notice of R. Weschler deposition (Berkshire Hathaway) and follow up with Curtis team regarding same (.10)	0.10
06/07/12	MG8	Review correspondence between J. Haims and T. Smith regarding logistics and scheduling in adversary proceeding (.10)	0.10
06/07/12	MG8	Attend to preparation of notice adjourning schedule for adversary proceeding and follow-up with Curtis team regarding same so that FHLB Boston and FHLB Chicago is notified (.20)	0.20
06/07/12	MG8	Confer with Curtis team regarding depositions of Debtors and advisors with respect to DIP, cash collateral and sales procedures, and follow up re: same for conflicts purposes (.30)	0.30
06/07/12	MG8	Confer with Curtis team regarding depositions of Debtors and advisors with respect to DIP, cash collateral and sales procedures for conflicts purposes	0.10

(.10)

06/07/12	AD	Retrieve and assemble court filings and related documentation for T. Smith (.50)	0.50
06/08/12	SJR	Follow up regarding matters related to automatic stay adversary proceeding and addressing issues related to same (1.70)	1.70
06/08/12	MG8	Correspond with Curtis team regarding supplemental declaration filed by Berkshire Hathaway and related follow-up (.30)	0.30
06/08/12	MG8	Follow-up correspondence with Curtis team regarding outcome of depositions of M. Puntus and S. Green (.20)	0.20
06/08/12	MG8	Review statement of Bank of America in Support of Contested Cash Management Motion for conflicts purposes (.20)	0.20
06/08/12	MG8	Review declaration of Y. Gilmore of Freddy Mac in support of Debtors' motion to file under seal a certain agreement between Debtors and Freddy Mac (.20)	0.20
06/08/12	MG8	Review Whitlinger, Crowley and Pensabene declarations in support of Debtors' omnibus reply to objections to certain first day motions (.90)	0.90
06/08/12	MG8	Review Debtors' omnibus reply to objections to entry of final order for certain first day motions for purposes related to Curtis' role as conflicts counsel (.40)	0.40
06/08/12	MG8	Review two motions to lift the stay related to litigation arising out of foreclosure actions (.50)	0.50
06/08/12	MAC	Conduct research re: pleadings filed in connection with Debtors' motion for relief from automatic stay for purposes related to Curtis' role as conflicts counsel (2.10)	2.10
06/11/12	MG8	Review summaries of S. Green, M. Puntus and J. Whitlinger depositions (1.20)	1.20
06/11/12	MG8	Briefly review limited objection of USA to DIP financing motion with respect to Ally financial (.20)	0.20
06/11/12	MG8	Briefly review pleading of Loan Star U.S. regarding Debtors' sales procedure motion (.20)	0.20
06/11/12	MG8	Review Committee's limited objection to origination motion and Ally Servicing motion (.40)	0.40
06/11/12	MG8	Summarize responses and limited objections to sales procedure motion and DIP financing motions filed by potential conflicts parties and follow-up with respect to same (.80)	0.80

06/11/12	MG8	Briefly review statement of group of junior unsecured creditors to motion to appoint an examiner for conflicts purposes (.10)	0.10
06/11/12	MG8	Review Statement of Ally with respect to Berkshire Hathaway motion for appointment of an examiner (.30)	0.30
06/11/12	MG8	Review Debtors' objection to Berkshire Hathaway Motion for appointment of an examiner (.50)	0.50
06/11/12	MG8	Review Committee objection to Berkshire Hathaway motion for appointment of an examiner (.40)	0.40
06/11/12	MG8	Review limited objections to certain trustees to Sales Procedure Motion and DIP Financing Motions and Wells Fargo's joinder to the same in its capacity as master servicer (.70)	0.70
06/11/12	MG8	Briefly review Omnibus Objection to certain first day pleadings filed by Green Planet Servicing relating to subservicing of a GPS Loan Pool under a servicing agreement allegedly terminated prepetition (.40)	0.40
06/11/12	MG8	Briefly review Frost National Bank objection to sales procedure motion for conflicts purposes (.20)	0.20
06/11/12	MG8	Follow-up correspondence with Curtis team regarding Frost National Bank objection to sales procedure motion (.30)	0.30
06/11/12	MG8	Review Berkshire Hathaway's Objection to Debtors' Sales Procedure Motion and related declaration (1.20)	1.20
06/11/12	MG8	Briefly review statement of Fannie Mae regarding Debtors' sale motion (.20)	0.20
06/11/12	MG8	Briefly review statement of USA regarding Debtors' sales motion (.30)	0.30
06/11/12	MG8	Briefly review Freddie Mac's objection to sales procedure motion (.20)	0.20
06/11/12	MG8	Briefly review limited objection of US Bank to sales procedures motions with respect to limitations on credit bidding (.30)	0.30
06/11/12	MG8	Briefly review Wells Fargo Bank reservation of rights regarding sales procedures motion regarding Ally guaranty for conflicts purposes (.30)	0.30
06/11/12	MG8	Briefly review limited objection to lessor Digital Lewisville to sales procedures relating to assumption and assignment provisions of APA (.30)	0.30
06/11/12	MG8	Review Gilbert's motion to Dismiss or for stay relief regarding foreclosure litigation (.30)	0.30

06/11/12	MG8	Review UST Objection to Sales procedures motion and correspond with Curtis team regarding same for conflicts purposes (.40)	0.40
06/13/12	TPS	Confer with M. Gallagher re: status of service on motion to extend stay and follow-up with docket review for conflicts purposes (.30)	0.30
06/13/12	MG8	Communicate with Curtis team in preparation for deposition of Berkshire Hathaway's R. Wechsler and follow-up regarding same (.40)	0.40
06/13/12	MG8	Confer with T. Smith re: motion to extend the automatic stay (.20)	0.20
06/14/12	SJR	Confer with M. Gallagher regarding upcoming June 18, 2012 hearing and matters related to same (.40)	0.40
06/14/12	MG8	Review for potential conflicts purposes notice of deposition of J. Dermont regarding Committee objection to sales procedures motion and follow-up with Curtis team regarding same (.20)	0.20
06/14/12	MG8	Telephone conference with Curtis team regarding Berkshire Hathaway's R. Wechsler deposition, an additional Berkshire Hathaway witness deposition and the J. Dermont deposition on June 15th (.30)	0.30
06/14/12	MG8	Confer with S. Reisman regarding matters for hearing on June 18, 2012 for purposes related to Curtis' role as conflicts counsel (.40)	0.40
06/14/12	MG8	Review Statement and Limited Joinder of Certain Unsecured Noteholders to the Debtors' Objection to Motion of Berkshire Hathaway Inc. for Appointment of an Examiner Pursuant to 11 U.S.C. section 1104(C) filed by Canyon Balanced Master Fund, Ltd., Canyon Distressed Opportunity Master Fund, L.P., Canyon Distressed Opportunity Investing Fund, L.P., The Canyon Value Realization Master Fund, L.P., Canyon Value Realization Fund, L.P., CO Moore, LP, ES Moore, Ltd., King Street Capital, L.P., King Street Capital Master Fund, Ltd., Lonestar Partners, L.P., and Redwood Master Fund, LTD (.10)	0.10
06/14/12	MG8	Review amended notice of deposition of J. Dermont in connection with the Committee's objection to the Sales Procedures motion (.10)	0.10
06/14/12	MG8	Review filed agenda for June 18th hearing and follow-up regarding same (.20)	0.20
06/14/12	MG8	Review supplemental declaration of S. Green in support of proposed sale of Debtors' assets (.20)	0.20
06/14/12	MG8	Review debtors' omnibus reply to objections to sales procedures motion for conflicts purposes (.80)	0.80

06/14/12	MG8	Review debtors omnibus reply to objections to DIP financing and cash collateral motions (.40)	0.40
06/14/12	MG8	Review supplemental declaration of M. Puntus in support of DIP financings for conflicts purposes (.30)	0.30
06/14/12	MG8	Review debtors' reply to limited objections of Committee regarding origination motion and Ally servicing motion (.30)	0.30
06/14/12	MG8	Review second supplemental declaration of J. Whitlinger in support of certain first day motions (.40)	0.40
06/14/12	MG8	Review Nationstar response to Debtors' motion for approval of sales procedures for conflicts purposes (.70)	0.70
06/14/12	MG8	Review Ally Financial consolidated response to certain objections to Debtors' sale procedures motion (.40)	0.40
06/14/12	MG8	Review Citibank omnibus reply to objections to Debtors' sale motion and reservation of rights (.10)	0.10
06/14/12	MG8	Review for potential conflicts purposes reply of Citibank to omnibus committee objection to DIP financing and cash collateral motion (.30)	0.30
06/14/12	MG8	Review Berkshire Hathaway's reply in support of its motion to appoint an examiner for conflicts purposes (.50)	0.50
06/15/12	SJR	Attend to matters regarding adversary proceeding regarding automatic stay and matters related to same where Curtis is acting as Conflicts Counsel (1.40)	1.40
06/15/12	TPS	Briefly confer with Curtis team re: FHLB stay issues in advance of case management conference (.50)	0.50
06/15/12	TPS	Prepare for initial case management conference and confer with T. Foudy and M. Gallagher regarding the conference and matters related to same for conflicts purposes (1.80)	1.80
06/15/12	TF1	Prepare for initial case management conference to extend stay adversary proceeding, including beginning review of complaint, reviewing judge's procedures on adversary proceedings, and conferring with M. Gallagher and T. Smith re: same (1.80)	1.80
06/15/12	MG8	Confer with Curtis team regarding background on adversary proceeding seeking to extend the automatic stay to former officers and directors as well as to certain non-debtor affiliates (.40)	0.40
06/15/12	MG8	Correspond with J. Haims of Morrison & Foerster and Curtis team regarding status conference for adversary proceeding and related follow-up for conflicts purposes	0.40

	(.40)	
06/15/12 MG8	Correspond with Curtis team regarding status conference in adversary proceeding and rules re: same (.50)	0.50
06/15/12 MG8	Confer with T. Smith and T. Foudy regarding initial case management conference and matters related to same for conflicts purposes (1.80)	1.80
06/15/12 JZ	Correspond with Curtis team regarding procedures for adversary proceeding status conference in connection with Curtis' role as conflicts counsel (.60)	0.60
06/15/12 JZ	Review case docket, local rules, and relevant pleadings for purposes related to adversary proceeding (.60)	0.60
06/18/12 TPS	Confer with Curtis team to coordinate meeting re: status hearing at court (.30)	0.30
06/18/12 TF1	Continue review of complaint and related filings in adversary proceeding to extend the stay in preparation for initial case management conference (1.30)	1.30
06/18/12 MG8	Correspond with J. Haims of Morrison & Foerster re: adversary defendants in action seeking to extend stay regarding outcome of status conference and arranging upcoming discovery calls per the instructions of Judge Glenn (.20)	0.20
06/19/12 TPS	Coordinate with M. Gallagher re: meetings and conferences re: FHLB Boston and Chicago for conflicts purposes (.20)	0.20
06/19/12 MG8	Correspond with Curtis team regarding scheduling changes for adversary proceeding to extend response and reply deadlines (.50)	0.50
06/19/12 MG8	Review complaints filed by FHLB Boston and FHLB Chicago to determine if officers and directors were named for conflicts purposes (.30)	0.30
06/19/12 MG8	Attend to matters relating to preparations for conference call with court regarding adversary proceeding and discovery issues scheduled for June 20th (.30)	0.30
06/19/12 MG8	Follow-up with T. Smith regarding meetings and conference calls with Morrison & Foerster and counsel to FHLB defendants in adversary proceeding (.20)	0.20
06/19/12 MG8	Participate in meetings and conference calls with Morrison & Foerster and counsel to the defendants in the adversary proceeding in order to discuss discovery related issues for conflicts purposes (.60)	0.60
06/20/12 SJR	Attend to matters related to adversary proceeding seeking extension of automatic stay and confer with	0.60

	Curtis team regarding same (.60)	
06/20/12 TPS	Attend conference call with Court re: motion to extend stay discovery issues (.80)	0.80
06/20/12 MG8	Participate in case management conference with Judge Glenn and counsel to adversary defendants regarding issues relating to scheduling and discovery in adversary proceeding (.80)	0.80
06/20/12 MG8	Follow-up with Curtis team regarding case management conference (.10)	0.10
06/21/12 TPS	Coordinate open litigation matters with Curtis team (.20)	0.20
06/22/12 SJR	Attend to review of draft Stipulation resolving Motion to Extend Automatic Stay and follow up regarding matters related to same (.40)	0.40
06/22/12 TF1	Attend conference call with J. Haims re: settlement to extend stay adversary proceeding (.20)	0.20
06/22/12 TF1	Review and provide comments on stipulation settling extend stay adversary proceeding (1.30)	1.30
06/22/12 MG8	Attend to follow-up correspondence with Curtis team and J. Haims of Morrison & Foerster regarding comments to draft stipulation resolving issues with motion to extend automatic stay (.20)	0.20
06/22/12 MG8	Review and comment on draft stipulation resolving Debtors' motion to extend the automatic stay with respect to several plaintiffs in litigations that Debtors' seek to extend stay to non-debtors affiliates and former officers and directors (.50)	0.50
06/25/12 TF1	Follow-up in regards to settlement of extend stay adversary proceeding with respect to conflicts parties (.10)	0.10
06/25/12 MG8	Further review and comment on draft stipulation circulated by J. Rothberg of Morrison & Foerster resolving motion to extend stay for certain defendants to adversary proceeding (.40)	0.40
06/25/12 MG8	Correspond with Curtis team regarding document and data retention request made by counsel to FHLB Boston and FHLB Chicago (.20)	0.20
06/26/12 TF1	Review revised stipulation resolving extend stay adversary proceeding (.20)	0.20
06/26/12 MG8	Review correspondence related to adversary proceeding seeking to extend stay filed by parties at the request of the Court updating the Court on the status of the underlying litigations subject of the adversary proceeding and confirming the parties willingness to	0.80

allow the Court to contact courts presiding over
litigations subject of the adversary regarding scheduling
matters (.80)

06/27/12	TF1	Review stipulation resolving extend stay motion, comments from stipulating defendants regarding same, and debtors' response to comments (.50)	0.50
06/27/12	MG8	Review docket activity in adversary proceeding, including several correspondences from the defendants to adversary proceeding regarding their consent to have Judge Glenn contact the respective courts involved in the underlying MBS actions regarding scheduling issues for conflicts purposes (.30)	0.30
06/27/12	MG8	Draft correspondence to attorneys at Keller Rohrbach responding to request relating to confirmation of document and data in information retention during the pendency of the automatic stay (1.20)	1.20
06/27/12	MG8	Revise stipulation resolving for several defendants matters relating to Adversary Proceeding seeking to extend automatic stay (.40)	0.40
06/27/12	MG8	Review numerous communications from counsel to adversary defendants transmitting comments to proposed stipulation and order for purposes related to Curtis' role as conflicts counsel (1.50)	1.50
06/28/12	SJR	Follow up regarding matters related to Stipulation Extending Automatic Stay and provisions of same in connection with adversary proceeding which Curtis is handling as Conflicts Counsel (.80)	0.80
06/28/12	TF1	Review multiple comments and revised drafts of stipulation resolving extend stay motion as to conflict parties (.50)	0.50
06/28/12	TF1	Review and analyze motions to withdraw and dismiss certain defendants for possible effects on stipulation with conflict parties (.50)	0.50
06/28/12	TF1	Attend conference call with J. Haims re: motions to withdraw and dismiss certain defendants (.20)	0.20
06/28/12	MG8	Review numerous drafts of proposed stipulation extending stay as to numerous parties to adversary proceeding and follow up with J. Rothberg regarding same (.50)	0.50
06/28/12	MG8	Confer with M. Cohen regarding filings opposing motion to extend stay and seeking to withdraw reference (.10)	0.10
06/28/12	MG8	Correspond with Curtis team regarding filings opposing motion to extend stay and seeking to withdraw reference (.10)	0.10
06/28/12	MG8	Review motion to dismiss adversary complaint filed by	0.70

		Federal Housing Finance Agency for conflicts purposes (.70)	
06/28/12	MG8	Review motion to withdraw the reference filed on behalf of Federal Housing Finance Agency (.50)	0.50
06/28/12	MG8	Review opposition of FDIC as receiver for two banks to Debtors' motion to extend the automatic stay for conflicts purposes (.40)	0.40
06/28/12	MG8	Review objection of New Jersey Carpenter's Health Fund and numerous joinders to Debtors' adversary complaint for injunctive relief and/or motion to extend the stay (.80)	0.80
06/28/12	MAC	Confer with M. Gallagher regarding motion to extend automatic stay and seeking to withdraw reference in connection with Curtis' role as conflicts counsel (.10)	0.10
06/29/12	TF1	Follow-up in regards to finalization and filing of stipulation resolving extend stay motion as to conflicts parties (.20)	0.20
06/29/12	MG8	Briefly review joinder and objection to Debtors' motion to extend the automatic stay filed by Columbus Life, Fort Washington Advisors, Integrity Life, National Integrity, Western and Southern Life and Western-Southern Life Assurance (.30)	0.30
06/29/12	MG8	Review final stipulation and proposed order with respect to Adversary Proceeding seeking to extend automatic stay or for injunctive relief with respect to defendants FHLB Boston and FHLB Chicago being handled by Curtis as conflicts counsel and related correspondence with Curtis team regarding filing of the executed proposed stipulation and order (.30)	0.30
TOTAL HOURS			70.10

Summary of Services

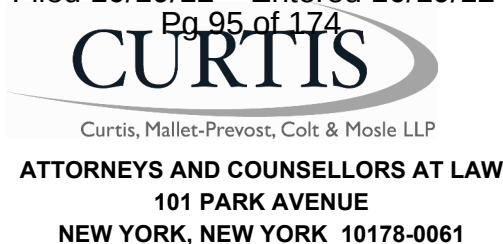
	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Steven J. Reisman	Partner	9.20	830	7,636.00
Turner P. Smith	Partner	7.30	830	6,059.00
Theresa A. Foudy	Partner	6.80	730	4,964.00
Michael Ari Cohen	Partner	2.20	730	1,606.00
Maryann Gallagher	Counsel	42.60	625	26,625.00
James Zimmer	Associate	1.20	345	414.00
Alana Dreiman	Legal Assistant	0.80	230	184.00
		70.10		\$47,488.00

July 31, 2012
Inv # 1544989
Our Ref # 062108-000410

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TOTAL SERVICES	\$47,488.00
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TOTAL THIS INVOICE	<hr/> \$47,488.00 <hr/>
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PLEASE RETURN THIS REMITTANCE WITH YOUR PAYMENT

Payment Instructions:

Wire Funds to - Bank: Citibank
ABA Routing #: 021000089
F/B/O: Curtis Mallet-Prevost Colt & Mosle LLP
Account#: 40585074

Mail Checks to - Curtis Mallet-Prevost Colt & Mosle LLP
General Post Office
P.O. Box 27930
New York, NY 10087-7930

Residential Capital, LLC
Inv. # 1544989

Total Services 47,488.00

Total Expenses 0.00

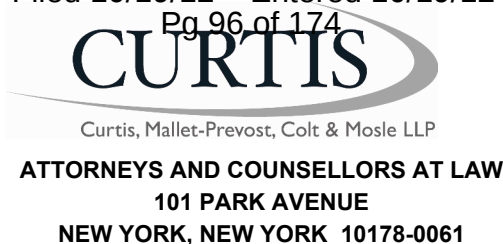
Applied Credit 0.00

Total This Invoice **\$47,488.00**

**If you require further information regarding past due accounts, please contact
Chandanie Doma (Accounts Receivable Coordinator) at (212)839-6807.**

Federal & New York State
Identification Number 13-5018900

This Statement is payable when rendered
in USD.



Residential Capital, LLC
 1100 Virginia Drive
 MC: 190_FTW-M01
 Fort Washington PA 19034

July 31, 2012

Inv. # 1544991
 Our Ref. 062108-000700
 SJR

Attention: Residential Capital, LLC

Re: Curtis Retention/Billing/Fee Applications

06/04/12	HES	Confer with J. Zimmer regarding upcoming retention application (.10)	0.10
06/04/12	JZ	Confer with H. Saydah regarding issues related to preparation of retention application (.10)	0.10
06/05/12	SJR	Confer with M. Gallagher regarding correspondence with J. Shank of Residential Capital regarding the status of the retainer (.10)	0.10
06/05/12	MG8	Correspond with J. Shank of Residential Capital regarding status of retainer and follow up with S. Reisman re: same (.10)	0.10
06/05/12	MG8	Follow up with H. Saydah, J. Zimmer and Conflicts Department with respect to resolving disclosures for certain search parties for retention application (.30)	0.30
06/05/12	HES	Confer with M. Gallagher and J. Zimmer regarding resolving disclosures for certain search parties with respect to the retention application (.30)	0.30
06/05/12	JZ	Confer with M. Gallagher and H. Saydah regarding revisions to retention application and conflicts related issues (.30)	0.30
06/06/12	SJR	Attend to review and comment on Retention Application of Curtis, Mallet-Prevost as Conflicts Counsel and follow up regarding comments and revisions to same (1.20)	1.20
06/06/12	MG8	Attend to resolution and disclosure issues regarding certain search parties for Curtis retention application (.50)	0.50
06/06/12	MG8	Confer with H. Saydah regarding resolution and disclosure issues regarding certain search parties for Curtis retention application (.20)	0.20
06/06/12	HES	Confer with M. Gallagher regarding disclosures for certain search parties as it relates to Curtis retention application (.20)	0.20
06/08/12	MG8	Confer with H. Saydah regarding status of Curtis	0.10

	retention application (.10)	
06/08/12 HES	Confer with M. Gallagher regarding status of retention application (.10)	0.10
06/11/12 JZ	Confer and correspond with working group regarding notice issues related to retention application (.20)	0.20
06/11/12 JZ	Review local rules in connection with Curtis retention application (.10)	0.10
06/15/12 HES	Confer with working group regarding status of retention application (.30)	0.30
06/18/12 MG8	Review conflicts search report for Lone Star entities parties in connection with Curtis retention application (.30)	0.30
06/18/12 HES	Review sale pleadings for names of potential bidders and run names through conflict's system for purposes related to preparation of retention application (.60)	0.60
06/18/12 JZ	Confer and correspond with working group regarding additional conflicts parties for inclusion in retention application (.40)	0.40
06/18/12 JZ	Review case docket regarding additional conflicts parties for inclusion in retention application (.20)	0.20
06/19/12 HES	Review additional conflicts results, update retention application and confer with J. Zimmer re: same (.50)	0.50
06/19/12 HES	Review motion of Aurora Bank for stay relief for purposes related to adding additional search parties for disclosure on retention application (.20)	0.20
06/19/12 HES	Confer with conflicts department regarding running additional search party (.10)	0.10
06/19/12 JZ	Confer with H. Saydah regarding revisions to retention application (.10)	0.10
06/19/12 JZ	Correspond with working group regarding issues related to preparation of retention application (.10)	0.10
06/20/12 MG8	Address issues relating to new conflict search parties and draft appropriate disclosures for inclusion in retention application regarding same (1.50)	1.50
06/20/12 HES	Review correspondence regarding conflicts issues and disclosure of same (.50)	0.50
06/20/12 HES	Revise retention application (.40)	0.40
06/20/12 JZ	Confer with working group regarding issues related to the preparation of the retention application for filing (.20)	0.20
06/21/12 TPS	Prepare summary of engagement for co-defendant to	0.80

	Residential Capital in the FHLB Boston matter for inclusion in retention application (.80)	
06/21/12 HES	Review correspondences from S. Reisman, T. Smith, and M. Gallagher regarding additional disclosures relating to recent litigation (.70)	0.70
06/22/12 TPS	Confer with H. Saydah regarding additional disclosures relating to recent litigation (.30)	0.30
06/22/12 MG8	Correspond with J. Wishnew regarding completion and filing of retention applications as well as the provision for additional conflicts parties to search for disclosure purposes in retention applications (.20)	0.20
06/22/12 MG8	Confer with H. Saydah regarding additional disclosures as they relate to recent litigation (.10)	0.10
06/22/12 MG8	Review conflicts report for additional search parties provided by Morrison & Foerster and follow-up with H. Saydah regarding same for appropriate disclosure in retention application (.40)	0.40
06/22/12 MAC	Confer with H. Saydah regarding additional disclosures as related to recent litigation (.10)	0.10
06/22/12 MAC	Review and revise Curtis' Retention Application as Conflicts Counsel to the Debtors (1.50)	1.50
06/22/12 MAC	Confer with H. Saydah re: Curtis Retention Application (.50)	0.50
06/22/12 HES	Telephone conference with J. Wishnew regarding filing retention application (.20)	0.20
06/22/12 HES	Confer with M. Cohen, M. Gallagher and T. Smith regarding additional disclosures to be made regarding recent litigation (.50)	0.50
06/22/12 HES	Review and revise retention application in accordance with M. Cohen's comments (1.50)	1.50
06/22/12 HES	Confer with M. Cohen regarding revised retention application (.50)	0.50
06/22/12 HES	Review, investigate and analyze search results for additional parties (2.20)	2.20
06/22/12 HES	Confer with M. Gallagher and Conflicts Department regarding additional parties for disclosure in retention application (.40)	0.40
06/22/12 HES	Review correspondence from J. Wishnew regarding additional conflict search parties (.10)	0.10
06/25/12 MG8	Review correspondence from J. Wishnew regarding additional conflict parties from Committee's Rule 2004 application (.30)	0.30

06/25/12	MG8	Review results of conflicts reports for additional parties and confer with H. Saydah re: appropriate follow-up and disclosure in retention application (.80)	0.80
06/25/12	MG8	Check for additional conflicts parties relating to Committee 2004 application and arrange for necessary searches with Conflicts Department (.40)	0.40
06/25/12	HES	Review and analyze additional conflicts search results for purposes of updating disclosures in retention application (1.10)	1.10
06/25/12	HES	Revise retention application in accordance with M. Gallagher's comments (.50)	0.50
06/25/12	HES	Review correspondence from Morrison & Foerster regarding changes to retention application and confer with M. Gallagher regarding same (.40)	0.40
06/25/12	HES	Review and revise retention application (.70)	0.70
06/25/12	HES	Confer with Curtis team regarding retention application (.70)	0.70
06/25/12	HES	Confer with billing partners regarding retention application (.40)	0.40
06/26/12	SJR	Attend to review and revision of Retention Application of Curtis, Mallet-Prevost as Conflicts Counsel for Residential Capital and confer with M. Gallagher regarding comments and revisions to same (1.40)	1.40
06/26/12	MG8	Finalize Curtis retention application for forwarding to Morrison & Foerster and client for review and comment before filing (.70)	0.70
06/26/12	MG8	Correspond with S. Reisman and M. Cohen regarding matters related to the Curtis retention application (.40)	0.40
06/26/12	MG8	Review correspondence from J. Wishnew regarding Residential Capital's comments to Curtis application (.20)	0.20
06/26/12	MG8	Revise Curtis retention application to implement comments from Morrison & Foerster, including numerous follow-up communications with working group regarding same (1.50)	1.50
06/26/12	MG8	Telephone conference with J. Wishnew regarding Morrison & Foerster's comments to Curtis retention application (.20)	0.20
06/26/12	MAC	Review and revise Curtis' retention application as conflicts counsel to the Debtors (.70)	0.70
06/26/12	MAC	Correspond and confer with Morrison & Foerster and working group re: finalizing and filing the retention	0.20

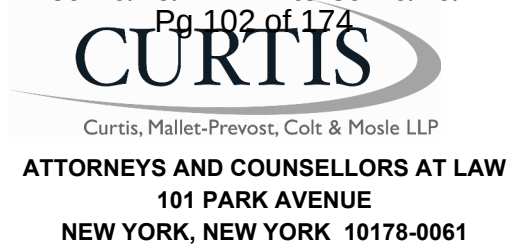
	application (.20)	
06/26/12 HES	Review correspondence from J. Wishnew regarding comments to draft retention application (.20)	0.20
06/27/12 SJR	Confer with M. Gallagher and M. Cohen regarding status of Curtis retention application (.10)	0.10
06/27/12 SJR	Confer with H. Saydah and M. Cohen regarding client and J. Wishnew's comments to Curtis retention application (.20)	0.20
06/27/12 SJR	Review and sign-off on final filed Application of Curtis Mallet as Conflicts Counsel (.60)	0.60
06/27/12 MG8	Edit and complete Curtis retention application to reflect comments from client, S. Reisman and confirmation of retainer balance as of Petition Date (2.10)	2.10
06/27/12 MG8	Confer with S. Reisman and M. Cohen regarding retention application status (.20)	0.20
06/27/12 MG8	Communicate with J. Wishnew of Morrison & Foerster regarding Curtis retention application (.30)	0.30
06/27/12 MAC	Review and revise, finalize and prepare Curtis' retention application for filing (1.00)	1.00
06/27/12 MAC	Confer with S. Reisman and M. Gallagher regarding status of retention application (.20)	0.10
06/27/12 MAC	Confer with H. Saydah and S. Reisman regarding J. Wishnew's comments to retention application (.30)	0.10
06/27/12 HES	Revise retention application in accordance with J. Wishnew and the client's comments (.40)	0.40
06/27/12 HES	Prepare transmittal email for revised application (.20)	0.20
06/27/12 HES	Confer with M. Cohen and S. Reisman regarding comments to retention application (.30)	0.30
06/27/12 HES	Confer with working group regarding retention application (.40)	0.40
06/29/12 MG8	Correspond with J. Shank of Residential Capital regarding status of retainer paid to Curtis prepetition for Chapter 11 preparation (.20)	0.20
	TOTAL HOURS	36.30

July 31, 2012
Inv # 1544991
Our Ref # 062108-000700

Page 6

Summary of Services

	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Steven J. Reisman	Partner	3.60	830	2,988.00
Turner P. Smith	Partner	1.10	830	913.00
Michael Ari Cohen	Partner	4.20	730	3,066.00
Maryann Gallagher	Counsel	11.00	625	6,875.00
Heather Elizabeth Saydah	Associate	14.70	550	8,085.00
James Zimmer	Associate	1.70	345	586.50
		36.30		\$22,513.50
TOTAL SERVICES				\$22,513.50
TOTAL THIS INVOICE				\$22,513.50



PLEASE RETURN THIS REMITTANCE WITH YOUR PAYMENT

Payment Instructions:

Wire Funds to - Bank: Citibank
ABA Routing #: 021000089
F/B/O: Curtis Mallet-Prevost Colt & Mosle LLP
Account#: 40585074

Mail Checks to - Curtis Mallet-Prevost Colt & Mosle LLP
General Post Office
P.O. Box 27930
New York, NY 10087-7930

Residential Capital, LLC
Inv. # 1544991

Total Services 22,513.50

Total Expenses 0.00

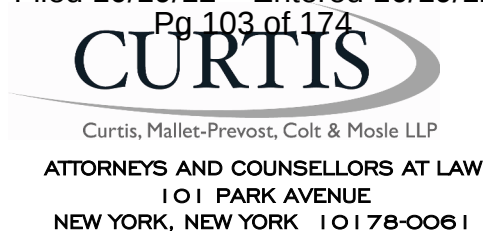
Applied Credit 0.00

Total This Invoice **\$22,513.50**

**If you require further information regarding past due accounts, please contact
Chandanie Doma (Accounts Receivable Coordinator) at (212)839-6807.**

Federal & New York State
Identification Number 13-5018900

This Statement is payable when rendered
in USD.



Residential Capital, LLC
 1100 Virginia Drive
 MC: 190_FTW-M01
 Fort Washington PA 19034

September 12, 2012

Inv. # 1547991
 Our Ref. 062108-000100
 SJR

Attention: Residential Capital, LLC

Re: Case Administration

07/02/12	MG8	Attend to review of recently filed motions for relief from stay filed by Green Planet Servicing and Community South Bank for potential conflicts issues (.50)	0.50
07/02/12	MG8	Review notice of public auction and sale hearing pursuant to APAs with Nationstar and Berkshire Hathaway forwarded by KCC (.20)	0.20
07/02/12	MG8	Review final motion to file under seal matrix relating to certain governmental servicing agreements (.10)	0.10
07/02/12	MG8	Review adversary complaint by Green Planet Servicing against GMAC Mortgage for possible conflicts issues (.30)	0.30
07/03/12	MG8	Review Citibank objection to Gilbert motion to dismiss Debtors' Chapter 11 case (.10)	0.10
07/03/12	MG8	Review miscellaneous filing of Lewis parties regarding alleged evidence and related motion for contempt (.20)	0.20
07/03/12	MG8	Review Debtors' omnibus response to various motions for stay relief scheduled for hearing on July 10, 2012 for conflicts purposes (.40)	0.40
07/03/12	MG8	Review other recent docket activity and related pleadings, including amended schedules and numerous pleadings related to lift stay motions (1.80)	1.80
07/03/12	MG8	Attend to review of docket activity related to filing amended schedules and review notice relating to same (.30)	0.30
07/03/12	MG8	Review notice of appointment of Arthur Gonzalez as examiner, related application and order (.20)	0.20
07/03/12	MG8	Review Committee member Allstate's motion for order approving blocking procedures and permitting trading of claims against the Debtors and notice of presentment with respect to same (.30)	0.30
07/03/12	SM	Amend internal calendar to reflect hearing dates and deadlines by Court (.40)	0.40

07/05/12	MG8	Attend to review of recent docket activity and related pleadings in connection with Curtis' role as conflicts counsel (1.80)	1.80
07/09/12	MG8	Review agenda and related pleadings in preparation for July 10, 2012 hearing, including Debtors' reply in support of motion to extend automatic stay and Debtors' omnibus reply to objections to motion to extend the automatic stay to certain non-debtors affiliates and former officers and directors, supplemental Lipps declaration, Debtors' reply in support amended reply filed by Wendy Alison Nora, and proposed final order for implementation of supplemental loss mitigation programs in connection with Curtis' role as conflicts counsel (1.80)	1.80
07/10/12	MG8	Correspond with working group regarding hearing agenda and related matters for conflicts purposes (.30)	0.30
07/12/12	MG8	Draft correspondence to T. Hamzhepour regarding Wells Fargo conflicts matters and related follow-up with working group (.80)	0.80
07/12/12	AD	Retrieve and assemble court documents for the July 13, 2012 Hearing per the request of M. Gallagher (2.00)	2.00
07/12/12	AD	Retrieve and format the Declaration of Jennifer Scoliard per the request of M. Gallagher (.30)	0.30
07/13/12	MG8	Review recent docket activity in Bankruptcy Court for potential conflicts purposes (.80)	0.80
07/16/12	MG8	Review daily docket activity in connection with Curtis' role as conflicts counsel, including declaration of Residential Capital's CEO Thomas Marano in support of Ally Servicing Motion, Notice of Omnibus Hearing date and updated monthly servicing list (.80)	0.80
07/16/12	MG8	Attend to correspondence from T. Hamzhepour re: conflicts matters assigned to Curtis (.20)	0.20
07/17/12	MG8	Attend to daily docket activity and review pleadings for potential conflicts purposes (.50)	0.50
07/18/12	MG8	Review daily docket activity in connection with Curtis' role as conflicts counsel to Debtors (1.70)	1.70
07/18/12	AD	Amend internal case calendar to reflect hearing dates and deadlines as set by Court (.30)	0.30
07/19/12	MG8	Review daily docket activity in Residential Capital's Chapter 11 cases, including review of amended schedules and statements of financial affairs for conflicts purposes, as well as briefly review the district court's decision to allow FHFA to take discovery of non-debtor affiliates of Debtors (1.70)	1.70

07/19/12	MAC	Review revised Schedules in connection with Curtis' role as conflicts counsel (.70)	0.70
07/20/12	MG8	Review docket for conflicts counsel purposes, including review filed agenda for July 24th omnibus hearing, numerous motions for stay relief, various filings relating to RMBS settlement, filings of FHFA regarding discovery related motion, reply of Aurora Bank in connection with stay relief motion and supplemental declarations and affidavits in support of retention applications (2.40)	2.40
07/23/12	MG8	Briefly review docket activity in Chapter 11 cases in connection with Curtis' role as conflicts counsel (.50)	0.50
07/24/12	MG8	Review daily docket activity including revised hearing agenda for today's hearing, several stay relief motions, a motion to convert the case, and filings by FHGA regarding discovery in connection with Curtis' role as conflicts counsel to debtors (.80)	0.80
07/25/12	MG8	Review daily docket activity in connection with Curtis' role as conflicts counsel to Debtors (1.20)	1.20
07/30/12	MG8	Review revised proposed scheduling order relating to RMBS Trust Settlement for conflicts counsel purposes (.30)	0.30
07/30/12	MG8	Review order outlining scope of Examiner's investigation in connection with Curtis' role as conflicts counsel (.40)	0.40
07/31/12	MG8	Review daily docket activity, including statement of Ally regarding termination of servicing of certain mortgage, revised joint omnibus scheduling order regarding RMBS settlements and notice of hearings (.80)	0.80
TOTAL HOURS			24.90

Summary of Services

	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Michael Ari Cohen	Partner	0.70	730	511.00
Maryann Gallagher	Counsel	21.20	625	13,250.00
Alana Dreiman	Legal Assistant	2.60	230	598.00
Stephanie Morales	Legal Assistant	0.40	220	88.00
		24.90		\$14,447.00

TOTAL SERVICES

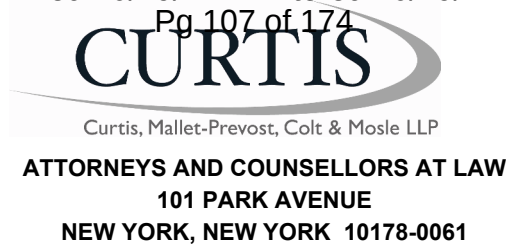
\$14,447.00

Summary of Expenses

Courier Service	24.81
External Photocopying Services	75.80
Misc Court Fees	37.00
Transportation Expense	9.00

TOTAL EXPENSES	\$146.61
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TOTAL THIS INVOICE	\$14,593.61
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ABA Routing #: 021000089
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Account#: 40585074

Mail Checks to - Curtis Mallet-Prevost Colt & Mosle LLP
General Post Office
P.O. Box 27930
New York, NY 10087-7930

Residential Capital, LLC
Inv. # 1547991

Total Services 14,447.00

Total Expenses 146.61

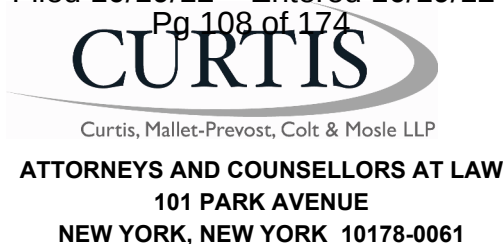
Applied Credit 0.00

Total This Invoice **\$14,593.61**

**If you require further information regarding past due accounts, please contact
Chandanie Doma (Accounts Receivable Coordinator) at (212)839-6807.**

Federal & New York State
Identification Number 13-5018900

This Statement is payable when rendered
in USD.



Residential Capital, LLC
 1100 Virginia Drive
 MC: 190_FTW-M01
 Fort Washington PA 19034

September 12, 2012

Inv. # 1547992
 Our Ref. 062108-000210
 SJR

Attention: Residential Capital, LLC

Re: Asset Analysis, Sales and Recoveries

07/03/12	SJR	Attend to matters related to Calpine conflict matter and review materials, e-mails and follow up regarding same (.70)	0.70
07/03/12	JD3	Prepare and circulate draft e-mail to L. Nashelsky re: Calpine matter for conflicts purposes (.60)	0.60
07/03/12	JD3	Prepare for and participate in call with K. Piper at Calpine re: potential new matter re: obtaining approval of sale by GMAC of property to Calpine to settle state court litigation (.60)	0.60
07/03/12	JD3	Briefly confer with M. Gallagher re: status of case and order authorizing claims settlements (.20)	0.20
07/03/12	MG8	Confer with J. Drew regarding status of case and matters related to potential settlement and property purchase by Calpine (.20)	0.20
07/05/12	JD3	Prepare and circulate draft e-mail to client re: request for authority to handle Calpine conflicts matter (.40)	0.40
07/06/12	JD3	Briefly confer with P. Buenger re: Calpine matter and preparation of pleadings for conflicts purposes (.30)	0.30
07/06/12	PJB2	Review case management order and similar pleadings in relation to filing of motion seeking court's approval of settlement and purchase of property by Debtors (.90)	0.90
07/06/12	PJB2	Confer with J. Drew re: preparation of motion, notice and order to approve settlement agreement and background facts concerning same for conflicts purposes (.30)	0.30
07/10/12	JD3	Prepare and circulate draft follow up e-mail to client re: authority to handle Calpine matter for conflicts purposes (.40)	0.40
07/10/12	PJB2	Correspond with working group re: case management order and service of potential settlement motion (.20)	0.20
07/12/12	JD3	Review case management order for purposes of determining correct procedure for obtaining approval of Calpine settlement (.40)	0.40

07/12/12	JD3	Confer with P. Buenger re: procedures for obtaining approval of Calpine settlement (.20)	0.20
07/12/12	PJB2	Confer with J. Drew re: Calpine settlement and 363 motion for use of Debtors' property and procedure for same for purposes related to Curtis' role as conflicts counsel (.20)	0.20
07/13/12	JD3	Follow up correspondence re: authority to handle Calpine matter re: sale of foreclosed property for conflicts purposes (.30)	0.30
07/16/12	JD3	Review correspondence from client re: Calpine matter and prepare and circulate draft e-mail response re: same (.30)	0.30
07/17/12	JD3	Review correspondence re: Non-GA Servicing Order in connection with Calpine matter and correspond and discuss re: same (.30)	0.30
07/17/12	JD3	Review Non-GA Servicing Order, GA Servicing Order and Supplemental Servicing Order and related pleadings in connection with Calpine matter (1.20)	1.20
07/19/12	JD3	Prepare and circulate draft e-mail to GMAC Mortgage counsel re: Calpine matter (.60)	0.60
07/20/12	JD3	Review and circulate e-mail to J. Lowenthal re: Calpine matter requesting information why sale of REO property would not be ordinary course (.30)	0.30
07/26/12	JD3	Correspond with Calpine counsel re: Court Order authorizing REO sale for conflicts purposes (.40)	0.40
07/27/12	JD3	Correspond with K. Piper and J. Lowenthal re: Calpine purchase of REO property (.30)	0.30
TOTAL HOURS			9.30

Summary of Services

	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Steven J. Reisman	Partner	0.70	830	581.00
Maryann Gallagher	Counsel	0.20	625	125.00
James V. Drew	Associate	6.80	590	4,012.00
Peter Josef Buenger	Associate	1.60	425	680.00
		9.30		\$5,398.00

TOTAL SERVICES

\$5,398.00

September 12, 2012

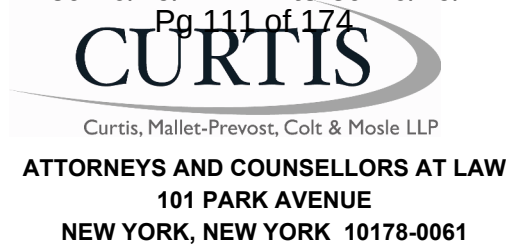
Inv # 1547992

Our Ref # 062108-000210

Page 3

TOTAL THIS INVOICE

\$5,398.00



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ABA Routing #: 021000089
F/B/O: Curtis Mallet-Prevost Colt & Mosle LLP
Account#: 40585074

Mail Checks to - Curtis Mallet-Prevost Colt & Mosle LLP
General Post Office
P.O. Box 27930
New York, NY 10087-7930

Residential Capital, LLC
Inv. # 1547992

Total Services 5,398.00

Total Expenses 0.00

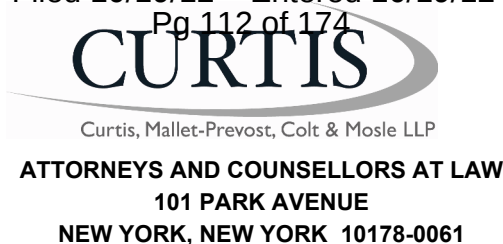
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Total This Invoice **\$5,398.00**

**If you require further information regarding past due accounts, please contact
Chandanie Doma (Accounts Receivable Coordinator) at (212)839-6807.**

Federal & New York State
Identification Number 13-5018900

This Statement is payable when rendered
in USD.



Residential Capital, LLC
1100 Virginia Drive
MC: 190_FTW-M01
Fort Washington PA 19034

September 12, 2012

Inv. # 1547993
Our Ref. 062108-000350
SJR

Attention: Residential Capital, LLC

Re: Hearings and Court Matters

07/10/12 MG8	Attend hearing on several stay relief motions, a status conference for the RMBS trust settlement motion, the Debtors' motion for a supplemental order regarding servicing issues, including loss mitigation programs, settlement procedures and contested hearing on Debtors' motion to extend automatic stay, or alternatively for a preliminary injunction to prevent continuation of certain litigation against non-debtor affiliates and certain former officers and directors for conflicts purposes (4.50)	4.50
07/24/12 TPS	Attend omnibus hearing at Court, with argument on Wells Fargo's motion to lift stay in CD California action for conflicts purposes (6.80)	6.80
07/24/12 TPS	Follow-up re: hearing outcome with counsel for ET Services in California action (.20)	0.20
07/24/12 MG8	Prepare for and attend omnibus hearing, including Wells Fargo motion seeking relief from stay that was handled by Curtis as conflicts counsel and confer with Curtis team, M. Bunin and J. Shulman throughout the day (6.80)	6.80
TOTAL HOURS		18.30

Summary of Services

	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Turner P. Smith	Partner	7.00	830	5,810.00
Maryann Gallagher	Counsel	11.30	625	7,062.50
		18.30		\$12,872.50

TOTAL SERVICES

\$12,872.50

September 12, 2012

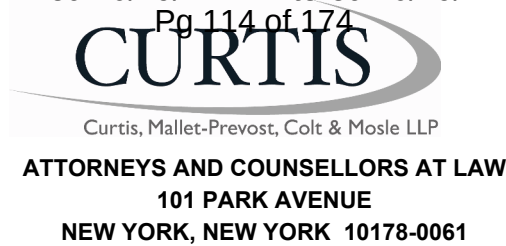
Inv # 1547993

Our Ref # 062108-000350

Page 2

TOTAL THIS INVOICE

\$12,872.50



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F/B/O: Curtis Mallet-Prevost Colt & Mosle LLP
Account#: 40585074

Mail Checks to - Curtis Mallet-Prevost Colt & Mosle LLP
General Post Office
P.O. Box 27930
New York, NY 10087-7930

Residential Capital, LLC
Inv. # 1547993

Total Services 12,872.50

Total Expenses 0.00

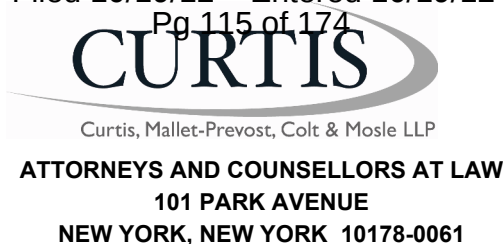
Applied Credit 0.00

Total This Invoice **\$12,872.50**

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Chandanie Doma (Accounts Receivable Coordinator) at (212)839-6807.**

Federal & New York State
Identification Number 13-5018900

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Residential Capital, LLC
 1100 Virginia Drive
 MC: 190_FTW-M01
 Fort Washington PA 19034

September 12, 2012

Inv. # 1547994
 Our Ref. 062108-000400
 SJR

Attention: Residential Capital, LLC

Re: General Litigation Matters

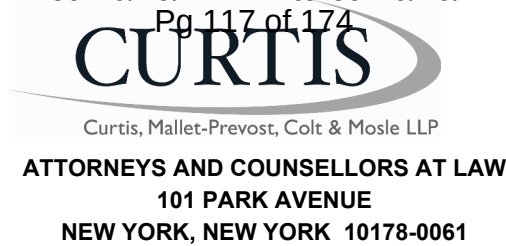
07/03/12	TF1	Follow-up with Debtors' counsel concerning reply papers on motion to extend stay for conflicts purposes (.20)	0.20
07/05/12	MAC	Review pleadings filed in connection with the July 10th Hearing on the Debtors motion to extend the automatic stay in connection with Curtis' role as conflicts counsel (1.90)	1.90
07/10/12	TF1	Review summary from M. Gallagher regarding outcome of hearing on motion to extend stay, a matter in which Curtis acted as counsel to Debtors with respect to FHLB Boston and FHLB Chicago (.10)	0.10
07/16/12	TF1	Attend to downloading and storage of files produced by Debtors to parties, including conflict parties, in extend stay adversary proceeding (.30)	0.30
07/16/12	RS	Organize, edit and load Residential Capital email and loose file data to Concordance for attorney review for conflicts purposes (1.20)	1.20
07/16/12	RS	Create OCR and load to database for attorney review (.50)	0.50
07/16/12	NG1	Correspond with working group regarding documents produced by Debtors in the Adversary proceeding (.40)	0.40
07/16/12	NG1	Prepare documents for attorney review for conflicts purposes (.40)	0.40
07/16/12	NG1	Review documents received from FTP site (.20)	0.20
07/16/12	MM9	Process documents produced by Debtors in the Adversary proceeding (.20).	0.20
07/16/12	MM9	Create Concordance database per the request of T. Foudy for conflicts purposes (0.40)	0.40
07/18/12	TF1	Review Order entered in Extend Stay Adversary Proceeding (.10)	0.10
07/20/12	TF1	Review final version of stipulation and attachment resolving extend stay adversary proceeding (.10)	0.10

07/23/12 TF1 Review "so ordered" stipulation extending stay to 0.10
conflict parties FHLB Boston and FHLB Chicago (.10)

TOTAL HOURS 6.10

Summary of Services

	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Theresa A. Foudy	Partner	0.90	730	657.00
Michael Ari Cohen	Partner	1.90	730	1,387.00
Neal Goodman	Litigation Support Sp	1.00	260	260.00
Michael Malavarca	Litigation Support Sp	0.60	200	120.00
Roberto Santamarina	Litigation Support Sp	1.70	165	280.50
		6.10		\$2,704.50
TOTAL SERVICES				\$2,704.50
TOTAL THIS INVOICE				\$2,704.50



PLEASE RETURN THIS REMITTANCE WITH YOUR PAYMENT

Payment Instructions:

Wire Funds to - Bank: Citibank
ABA Routing #: 021000089
F/B/O: Curtis Mallet-Prevost Colt & Mosle LLP
Account#: 40585074

Mail Checks to - Curtis Mallet-Prevost Colt & Mosle LLP
General Post Office
P.O. Box 27930
New York, NY 10087-7930

Residential Capital, LLC
Inv. # 1547994

Total Services 2,704.50

Total Expenses 0.00

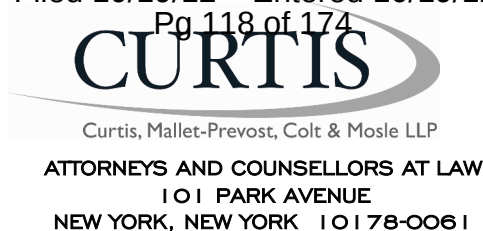
Applied Credit 0.00

Total This Invoice **\$2,704.50**

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Chandanie Doma (Accounts Receivable Coordinator) at (212)839-6807.**

Federal & New York State
Identification Number 13-5018900

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Residential Capital, LLC
 1100 Virginia Drive
 MC: 190_FTW-M01
 Fort Washington PA 19034

September 12, 2012

Inv. # 1547996
 Our Ref. 062108-000430
 SJR

Attention: Residential Capital, LLC

Re: Automatic Stay/Adequate Protection Matters

06/19/12	MG8	Review motion for relief from stay filed by Aurora Bank for potential conflicts purposes and related follow up (.50)	0.50
07/02/12	SJR	Review various motions to Lift the Automatic Stay where Curtis, Mallet is serving as Conflicts Counsel and follow up regarding same (.70)	0.70
07/03/12	MG8	Draft correspondence to N. Rosenbaum of Morrison & Foerster regarding motion for relief from stay and related declaration filed by Wells Fargo to allow continued prosecution of action in California, or in the alternative, to allow discovery with respect to the same and Curtis' involvement as conflicts counsel (.30)	0.30
07/03/12	MG8	Review motion for relief from stay and related declaration filed by Wells Fargo to allow continued prosecution of action in California, or in the alternative, to allow discovery with respect to same (.70)	0.70
07/06/12	MG8	Briefly review motion of Paul Papas seeking relief from stay for potential conflict purposes (.10)	0.10
07/06/12	MG8	Attend to correspondence from N. Rosenbaum of Morrison & Foerster regarding conflict issues with Wells Fargo motion to lift stay in California foreclosure-related and other similar matters (.20)	0.20
07/10/12	SJR	Confer with M. Gallagher regarding matters related to Motion for Relief from Stay, follow up regarding same where Curtis is acting as Conflicts Counsel and review pleadings related to same (1.30)	1.30
07/10/12	TPS	Review Wells Fargo's motion to lift stay in CD California action with ETS Services LLC (.70)	0.70
07/10/12	TPS	Participate in telephone conference with Wells Fargo's counsel and M. Gallagher in CD California case (.50)	0.50
07/10/12	TPS	Participate in telephone conference with N. Rosenbaum, N. Moss and M. Gallagher re: handling various Wells Fargo matters for conflicts purposes (.50)	0.50
07/10/12	TPS	Confer with M. Gallagher re: ETS Wells Fargo stay	0.30

	relief request (.30)	
07/10/12 MG8	Participate in telephone conference with T. Smith, N. Moss and N. Rosenbaum to discuss background for Wells Fargo's motion for stay relief and other Wells Fargo stay related matters (.50)	0.50
07/10/12 MG8	Update T. Smith regarding Wells Fargo's motion for stay relief and next steps for conflicts purposes (.30)	0.30
07/10/12 MG8	Correspond with J. Zimmer regarding preparation of response to Wells Fargo's motion for stay relief (.40)	0.40
07/10/12 MG8	Confer with S. Reisman regarding issues raised by Wells Fargo's motion for relief from stay (.20)	0.20
07/10/12 MG8	Confer with J. Zimmer regarding research needed in connection with response to motion for relief from stay (.30)	0.30
07/10/12 MG8	Correspond with S. Reisman regarding response to Wells Fargo's motion for stay relief (.30)	0.30
07/10/12 MG8	Review docket for action in Central District of California relating to Wells Fargo's motion seeking relief from stay to confirm status of and scheduling for case for conflicts purposes (.30)	0.30
07/10/12 MG8	Participate in telephone conference with T. Smith and J. Shulman, counsel to Wells Fargo, to discuss motion for relief from stay, underlying litigation and issues relating to motion seeking relief from stay (.50)	0.50
07/10/12 MG8	Correspond with J. Shulman regarding Wells Fargo's motion seeking relief from stay (.20)	0.20
07/10/12 JZ	Confer and correspond with working group regarding drafting objection to Wells Fargo's motion for relief from automatic stay for purposes related to Curtis' role as conflicts counsel (.70)	0.70
07/10/12 JZ	Review and revise draft of objection to automatic stay, review relevant case law for purposes related to same and confer with M. Gallagher re: same (4.70)	4.70
07/10/12 JZ	Review case docket and case management order for purposes related to filing of objection for Wells Fargo's motion to lift automatic stay (.60)	0.60
07/11/12 TPS	Review docketed decisions in CD California case with Wells Fargo to establish which claims continue against ETS Services for purposes related to objection to Wells Fargo's lift stay motion (.30)	0.30
07/11/12 MG8	Research issue of insurance being property of the estate in connection with Wells Fargo's stay relief motion (.60)	0.60

07/11/12	MG8	Revise and draft objection to Wells Fargo's motion seeking relief from stay to allow cross claim to proceed (3.50)	3.50
07/11/12	MG8	Research equitable indemnity claims under California law (.80)	0.80
07/11/12	MG8	Confer with J. Zimmer regarding research and content of objection to stay relief (.30)	0.30
07/11/12	MG8	Review transcript from July 10th hearing for statement regarding Court's refusal to lift stay to permit claims for monetary damages to go forward (.40)	0.40
07/11/12	MG8	Confer with M. Cohen regarding Wells Fargo's stay relief motion and drafting of objection to same for conflicts purposes (.20)	0.20
07/11/12	MG8	Correspond with N. Moss and N. Rosenbaum of Morrison & Foerster regarding stay relief issues with Wells Fargo (.50)	0.50
07/11/12	MAC	Confer with M. Gallagher re: Wells Fargo's Motion for Relief from Stay and objection related to same (.20)	0.20
07/11/12	JZ	Review and revise draft objection to motion for relief from automatic stay (3.20)	3.20
07/11/12	JZ	Conduct research regarding issues regarding drafting of same including insurance as property of the estate and numerous automatic stay matters (2.20)	2.20
07/11/12	JZ	Confer and correspond with working group regarding research into issue of automatic stay and issues related to objection to Wells Fargo's automatic stay motion and confer with M. Gallagher re: same (1.20)	1.20
07/12/12	SJR	Review pleadings and research automatic stay regarding Wells Fargo's stay litigation and update same where Curtis is acting as Conflicts Counsel (1.10)	1.10
07/12/12	TPS	Attend to correspondence and calls connected to dispute with Wells Fargo re: lifting stay in California case (.90)	0.90
07/12/12	MG8	Review correspondence forwarded from C. DiCicco regarding litigation related to Wells Fargo's stay relief (.30)	0.30
07/12/12	MG8	Review and further revise up-dated objection to Wells Fargo's objection (.90)	0.90
07/12/12	MG8	Participate in telephone conference with C. DiCicco in order to gather information for objection to Wells Fargo's stay relief motion and related objection (.50)	0.50
07/12/12	MG8	Confer with Curtis team regarding J. Shulman's email	0.50

	declining to adjourn Wells Fargo's stay motion and attend to related follow-up with Curtis team and N. Rosenbaum (.50)	
07/12/12 MG8	Participate in telephone conference with I. Bolton, counsel to Wells Fargo, in quiet title action commenced in Michigan (.20)	0.20
07/12/12 MG8	Attend to correspondence with N. Moss relating to Wells Fargo's quiet title action (.20)	0.20
07/12/12 MG8	Confer with P. Buenger regarding completion of objection to Wells Fargo's motion and declaration in support of the objection (.30)	0.30
07/12/12 MG8	Confer with Curtis team regarding strategy for approaching Wells Fargo's counsel relating to request to continue motion for relief from stay (.20)	0.20
07/12/12 MG8	Participate in telephone conference with N. Rosenbaum and C. DiCicco regarding preparation of objection to Wells Fargo's motion seeking stay relief and related declaration and confer with P. Buenger re: same (.40)	0.40
07/12/12 MG8	Participate in telephone conference with N. Rosenbaum regarding contact person at Residential Capital's Legal Department responsible for Wells Fargo's litigation against Debtors ETS, and review correspondence relating to same (.40)	0.40
07/12/12 MG8	Review declaration in support of Debtors' omnibus objection to stay relief requests and begin drafting declaration in support of ETS objection to Wells Fargo's motion for stay relief for conflicts purposes (1.80)	1.80
07/12/12 MG8	Draft correspondence to J. Shulman regarding request for adjournment of motion for relief from stay (.20)	0.20
07/12/12 MG8	Correspond with J. Shulman, counsel to Wells Fargo, regarding his client's unwillingness to adjourn motion seeking stay relief to next omnibus date (.20)	0.20
07/12/12 MG8	Follow-up correspondence to N. Campbell of Residential Capital's legal counsel regarding Wells Fargo's unwillingness to adjourn motion seeking stay relief to next omnibus date (.30)	0.30
07/12/12 MG8	Confer with J. Zimmer regarding status of next draft of objection to Wells Fargo's stay motion (.20)	0.20
07/12/12 MG8	Review quiet title complaint filed by Wells Fargo against GMAC Mortgage, LLC (.30)	0.30
07/12/12 MG8	Review and revise current draft of objection to Wells Fargo's motion seeking relief from stay for conflicts purposes (1.50)	1.50

07/12/12	HES	Review motion for relief from stay to determine whether movant is a conflict party (.20)	0.20
07/12/12	PJB2	Confer with J. Zimmer re: Objection to Motion for Relief from Stay and drafting of Declaration in Support thereof (.10)	0.10
07/12/12	PJB2	Confer with M. Gallagher re: drafting Declaration in support of Objection to Lift Stay Motion and follow up on matters related to same (.50)	0.50
07/12/12	PJB2	Review and revise Debtors' Objection to Wells Fargo's Motion for Relief from Stay and Declaration of C. DiCicco in Support of Objection to Motion for Relief from Stay (3.70)	3.70
07/12/12	JZ	Confer and correspond with working group regarding drafting of objection to automatic stay motion of Wells Fargo for conflicts purposes and confer with P. Buenger re: same (.70)	0.70
07/12/12	JZ	Conduct research regarding automatic stay issues and insurance proceeds being property of the estate for conflicts purposes (.70)	0.70
07/12/12	JZ	Review and revise draft of objection to automatic stay motion of Wells Fargo for conflicts purposes (2.40)	2.40
07/12/12	JZ	Confer and correspond with M. Gallagher regarding revisions and comments to draft of objection for relief from Automatic Stay and follow up on matters related to same (.20)	0.20
07/13/12	SJR	Review revised Declaration In Support of Objection to Wells Fargo's Motion to Lift the Automatic Stay (1.30)	1.30
07/13/12	TPS	Attend to review of draft opposition brief on Wells Fargo's lift stay motion (1.10)	1.10
07/13/12	TPS	Review draft declaration related to objection to Wells Fargo's lift stay motion (.40)	0.40
07/13/12	TPS	Confer with N. Rosenbaum, and later N. Rosenbaum and M. Gallagher, re: overall lift stay strategy and motion for relief from stay for conflicts purposes (.70)	0.70
07/13/12	MG8	Attend to further revision to objection to Wells Fargo's stay relief motion and declaration in support, including numerous communications with working group re: same (1.50)	1.50
07/13/12	MG8	Participate in telephone conference with J. Schulman regarding request for additional two days to respond to Wells Fargo's motion for stay relief (.20)	0.20
07/13/12	MG8	Participate in telephone conference with counsel to Wells Fargo, J. Shulman, regarding request to adjourn	0.20

	hearing on Wells Fargo's stay relief motion (.20)	
07/13/12 MG8	Correspond with C. DiCicco regarding his declaration in support of objection to Wells Fargo's motion for relief from stay and review of objection by in-house counsel at Residential Capital (.40)	0.40
07/13/12 MG8	Participate in conference call with T. Smith and N. Rosenbaum of Morrison & Foerster regarding objection to Wells Fargo's motion for relief from stay (.30)	0.30
07/13/12 MG8	Research issues relating to collateral estoppel, stare decision and automatic stay in connection with preparation of objection to Wells Fargo's motion for relief from stay for conflicts purposes (1.80)	1.80
07/13/12 MG8	Attend to correspondence with Curtis and Morrison & Foerster teams regarding Wells Fargo's refusal to allow additional time to respond to Wells Fargo's stay relief motion (.20)	0.20
07/13/12 MG8	Attend to matters relating to comment to, drafting and revision of C. DiCicco declaration in support of objection to Wells Fargo, including review of underlying documents and numerous communications with Curtis team regarding same (3.20)	3.20
07/13/12 MG8	Review final supplemental servicing order in connection with Curtis' role as conflicts counsel for purposes related to Debtors' objection to Wells Fargo's lift stay motion (.50)	0.50
07/13/12 MG8	Correspond with Morrison & Foerster and Curtis teams regarding Wells Fargo's refusal to adjourn hearing on motion for stay relief (.20)	0.20
07/13/12 PJB2	Research collateral estoppel as factor to deny relief from the automatic stay as applied by the bankruptcy courts concerning the debtor and nondebtor codefendants (1.70)	1.70
07/13/12 PJB2	Further revise Objection to Wells Fargo's Motion to Lift Stay and Declaration in Support Thereof (2.20)	2.20
07/13/12 PJB2	Attend to multiple discussions throughout the day with working group re: revisions to Objection to Motion for Relief from Stay and Declaration in support thereof (.40)	0.40
07/13/12 JZ	Confer and correspond with working group regarding comments and revisions to draft of objection to Wells Fargo's motion regarding automatic stay for purposes related to Curtis' role as conflicts counsel (.80)	0.80
07/14/12 MG8	Review and revise latest version of objection to Wells Fargo motion for relief from stay and declaration in support, and follow-up with Curtis team regarding same (.60)	0.60

07/14/12	MG8	Correspond with N. Rosenbaum regarding review of objection to Wells Fargo's motion for relief from stay (.20)	0.20
07/14/12	PJB2	Further review and revise Objection to Wells Fargo's Motion for Relief from Stay and Declaration in Support Thereof (.80)	0.80
07/14/12	PJB2	Correspond with working group re: follow-up to Objection to Wells Fargo's Motion to Lift Stay and Declaration and further revisions to same (.20)	0.20
07/14/12	JZ	Confer and correspond with working group regarding comments to draft objection regarding automatic stay for conflicts purposes (.40)	0.40
07/14/12	JZ	Review and revise draft of automatic stay objection for conflicts purposes (.60)	0.60
07/15/12	JZ	Review and revise draft of automatic stay objection (.50)	0.50
07/15/12	JZ	Confer and correspond with working group regarding drafting automatic stay objection for conflicts purposes (.30)	0.30
07/16/12	TPS	Attend to Debtors' papers opposing Wells Fargo's motion seeking to lift stay in ETC cross-claim for conflicts purposes (3.20)	3.20
07/16/12	TPS	Finalize documents for new declarant, J. Scoliard, replacing C. DiCicco (.60)	0.60
07/16/12	MG8	Correspond with working group regarding preparation for filing and service of objection (.30)	0.30
07/16/12	MG8	Review and comment on updated drafts of objection and declaration in support of Wells Fargo's Stay Relief Motion for conflicts purposes and related follow-up with J. Zimmer (.70)	0.70
07/16/12	MG8	Confer with working group regarding status of objection, strategy, remaining drafting and exhibits (.40)	0.40
07/16/12	MG8	Revise C. DiCicco declaration and replace declarant with J. Scoliard per conversation with C. Hancock and follow-up with Curtis team re: same (.40)	0.40
07/16/12	MG8	Correspond with N. Rosenbaum re: review by Residential Capital Objection to Wells Fargo's Stay Relief Motion (.30)	0.30
07/16/12	MG8	Confer with working group regarding declarations in support of objection to Wells Fargo's motion and review his comments to C. DiCicco Declaration (.40)	0.40
07/16/12	MG8	Revise J. Scoliard declaration to incorporate J.	0.50

Scoliard's comments (.50)

07/16/12	MG8	Participate in telephone conference with working group re: comments to objection and completion of revisions (.20)	0.20
07/16/12	MG8	Review M. Cohen's comments to objection to Wells Fargo's motion and discuss same with working group (.40)	0.40
07/16/12	MG8	Review drafts of Debtors' Objection to Aurora's Stay Relief Motion and incorporate relevant language in objection to Wells Fargo's Stay Relief Motion and supporting declaration (1.80)	1.80
07/16/12	MG8	Participate in telephone conference with J. Shulman, counsel to Wells Fargo, re: Debtors' objection to Wells Fargo motion for stay relief (.20)	0.20
07/16/12	MG8	Attend to several correspondences with J. Scoliard regarding her review and timing for comments (.30)	0.30
07/16/12	MG8	Review comments of J. Scoliard to draft objection and declaration in support (.30)	0.30
07/16/12	MG8	Review docket of action pending in C.D. CA commenced by Susilo and subject of Wells Fargo's stay relief motion (.30)	0.30
07/16/12	MG8	Correspond with J. Scoliard regarding revised drafts and possible additional review with respect to same (.20)	0.20
07/16/12	MG8	Participate in telephone conference with J. Scoliard and C. Hancock of Residential Capital's Legal Department regarding Scoliard declaration in support of objection to Wells Fargo's Stay Relief Motion (.30)	0.30
07/16/12	MG8	Confer with working group regarding status of objection to Wells Fargo's stay relief motion (.30)	0.30
07/16/12	MG8	Correspond with KCC regarding service of objection to Wells Fargo's motion (.20)	0.20
07/16/12	MG8	Participate in telephone conference with C. Hancock of Residential Capital's Legal Department regarding issues relating to objection to Wells Fargo's Stay Relief Motion (.20)	0.20
07/16/12	MG8	Confer with working group regarding contents of appendix to objection to Wells Fargo's motion and review draft index of same (.30)	0.30
07/16/12	MG8	Further revise Scoliard declaration in support of objection to Wells Fargo's motion in support of objection (.80)	0.80
07/16/12	MG8	Participate in telephone conference with N.	0.20

	Rosenbaum re: status of objection to Wells Fargo's motion and declaration in support thereof (.20)	
07/16/12 MAC	Confer with M. Gallagher re: Debtor's Objection to Wells Fargo's for Relief from Stay (.30)	0.30
07/16/12 MAC	Review and revise Debtors' Objection to Wells Fargo's Motion for Relief from Stay (.90)	0.90
07/16/12 PJB2	Confer with working group re: additional revisions to Objection to Wells Fargo Motion to Lift Stay and Declaration in support (.20)	0.20
07/16/12 JZ	Confer and correspond with working group regarding revisions to draft of objection and declarations in support regarding motion for lifting of automatic stay and issues related to preparation of same for filing and confer with working group re: index of same (1.80)	1.80
07/16/12 JZ	Review and revise draft of Scoliard declaration for purposes related to objection for relief from automatic stay (1.40)	1.40
07/16/12 JZ	Review and revise draft declaration of T. Smith in connection with objection to Wells Fargo's motion regarding the automatic stay (.70)	0.70
07/16/12 JZ	Review and revise draft of objection to Wells Fargo's motion for lifting of automatic stay (4.30)	4.30
07/17/12 TPS	Review final form of declaration and brief in support of objection to Wells Fargo's lift stay motion (.70)	0.70
07/17/12 MG8	Correspond with J. Scoliard regarding finalizing Debtors' objection to Wells Fargo's motion and related declaration (.30)	0.30
07/17/12 MG8	Attend to corresponding changes to Debtors' Wells Fargo's objection to match certain changes made to objection to Aurora stay relief motion and declaration in support (.50)	0.50
07/17/12 MG8	Confer with working group regarding finalizing the declaration and Debtors' objection to Wells Fargo's stay relief motion for conflicts purposes (.40)	0.40
07/17/12 MG8	Attend to management of filing process for and service of Debtors' objection to Wells Fargo's stay relief motion, including numerous correspondences with working group and KCC regarding same (.60)	0.60
07/17/12 MG8	Review additional changes from J. Scoliard of Residential Capital to objection to Wells Fargo's stay relief motion and declaration in support of the same and implement the same in the Scoliard Declaration (.80)	0.80
07/17/12 MG8	Review and revise final draft objection to Wells Fargo's	1.50

	stay relief to incorporate comments of J. Scoliard, including numerous follow-ups with working group regarding same (1.50)	
07/17/12 MG8	Attend to brief review of several lift stay motions or motions seeking similar relief including the motion of Hitoshi & Wakana Inoue, motion of FHFA for relief from stay for limited discovery and motion of FHFA for order seeking limited discovery from debtors and related documents and declarations for conflicts purposes (.80)	0.80
07/17/12 MG8	Final review and revision to Debtors' objection to Wells Fargo's stay relief motion and related follow-up with working group (1.50)	1.50
07/17/12 MG8	Attend to additional correspondence with J. Scoliard regarding content of her declaration (.30)	0.30
07/17/12 MG8	Participate in teleconference with N. Rosenbaum regarding status of objection to Wells Fargo's motion and related declaration, timing for filing the same and Aurora's objection seeking stay relief (.20)	0.20
07/17/12 MG8	Review revised objection and declaration in support of Aurora's motion seeking relief from stay for conflicts purposes (.50)	0.50
07/17/12 MAC	Review objections to motions for relief from automatic stay in connection with Curtis' role as conflicts counsel (.90)	0.90
07/17/12 HES	Review motions for relief from stay to determine whether movants are conflict parties (.40)	0.40
07/17/12 AD	File Debtors' Objection to Motion to Relief from Stay (.50)	0.50
07/17/12 AD	Attend to the service of the Debtors' Objection to Motion to Relief from Stay (.50)	0.50
07/17/12 JZ	Review and revise draft of Scoliard declaration in connection with objection to Wells Fargo's motion for relief from automatic stay (1.50)	1.50
07/17/12 JZ	Confer and correspond with working group regarding final comments to draft objection and declarations in support in connection with Wells Fargo's motion for relief from the automatic stay (.70)	0.70
07/17/12 JZ	Review and revise final draft of objection to Wells Fargo's motion from relief from the automatic stay (2.70)	2.70
07/17/12 JZ	Attend to issues related to filing and service of objection to Wells Fargo's motion for relief from stay in connection with Curtis' role as conflicts counsel (.50)	0.50
07/18/12 MG8	Attend to follow-up relating to confirmation of filing and	0.20

	service of Debtors' objection to Wells Fargo's motion seeking relief from the automatic stay (.20)	
07/18/12 HES	Review motion for relief from stay to determine whether movant is a conflict party (.20)	0.20
07/18/12 JZ	Confer and correspond with working group regarding preparation of script and outline for upcoming hearing regarding Wells Fargo's motion for relief from automatic stay (.30)	0.30
07/18/12 JZ	Review and revise outline and script for upcoming hearing regarding Wells Fargo's motion for relief from automatic stay and prepare documents for purposes related to same (4.40)	4.40
07/18/12 JZ	Correspond with working group regarding service related issues for objection to Wells Fargo's stay relief motion (.10)	0.10
07/19/12 MG8	Review and revise detailed hearing script for Wells Fargo's stay relief motion and related follow-up with working group (1.20)	1.20
07/19/12 MG8	Review and revise draft transmittal letter to Judge Glenn for Chambers copies of Debtors' Objection to Wells Fargo Motion (.30)	0.30
07/19/12 MG8	Attend to preparation of materials for hearing on Wells Fargo's motion for stay relief (.40)	0.40
07/19/12 AD	Review, revise, and attend to the transmittal of the letter to Judge Glenn re: the Debtor's Objection to Motion of Wells Fargo Bank filed on 7/17/2012 and accompanying papers per the request of M. Gallagher (1.50)	1.50
07/19/12 JZ	Review and revise draft of outline for hearing regarding Wells Fargo's motion for relief from the automatic stay (.90)	0.90
07/19/12 JZ	Confer and correspond with working group regarding upcoming hearing regarding Wells Fargo's motion for relief from the automatic stay and issues related to preparation for same (.40)	0.40
07/19/12 JZ	Confer and correspond with working group regarding preparation of transmittal letter to chambers regarding objection to Wells Fargo's automatic stay motion and issues related to delivery of same to chambers (.20)	0.20
07/20/12 SJR	Follow up regarding matters related to Wells Fargo and the Motion to Lift the Automatic Stay regarding seeking discovery in connection with litigation and review research regarding same (2.30)	2.30
07/20/12 MG8	Review reply of Wells Fargo in connection with Debtors' objection to Wells Fargo's Motion for Relief from Stay	0.60

(.60)

07/20/12	MG8	Participate in telephone conference with N. Rosenbaum of Morrison & Foerster to update the status of Wells Fargo's stay relief motion and related matters for conflicts purposes (.20)	0.20
07/20/12	MG8	Review and revise research memo prepared by J. Zimmer relating to applicability of automatic stay to discovery of debtors and related issues, read cited cases and take notes in connection with Wells Fargo's motion for stay relief and related reply (3.10)	3.10
07/20/12	MG8	Attend to correspondence with T. Smith and J. Scoliard, in house bankruptcy counsel at Residential Capital, regarding open issue for hearing on Wells Fargo's lift stay motion (.20)	0.20
07/20/12	MG8	Correspond with J. Scoliard regarding Wells Fargo's reply and statements regarding her declaration (.20)	0.20
07/20/12	MG8	Correspond with Morrison & Foerster regarding agenda for July 24th hearing with respect to Wells Fargo's lift stay motion (.20)	0.20
07/20/12	MAC	Review reply to Residential Capital's Objection to Wells Fargo's Motion for Relief from Stay in connection with the ETS litigation and conduct analysis of issues for response (1.00)	1.00
07/20/12	AD	Review, revise, and compile court documents and related information re: Motion from Relief from Stay per the request of J. Zimmer and correspond with J. Zimmer re: same (2.50)	2.50
07/20/12	JZ	Review and revise outline, script and related materials for use at upcoming hearing regarding Wells Fargo's motion for relief from the automatic stay (.40)	0.40
07/20/12	JZ	Confer and correspond with working group regarding reply to objection regarding Wells Fargo's motion for relief from the automatic stay and issues related to preparation for hearing in connection with same (.30)	0.30
07/20/12	JZ	Research and draft memorandum regarding relevancy of case law cited in reply to objection of Wells Fargo's motion for relief from the automatic stay with respect to discovery issue (4.50)	4.50
07/20/12	JZ	Correspond with A. Dreiman regarding preparation of materials in connection with upcoming hearing regarding Wells Fargo's motion for relief from the automatic stay (.20)	0.20
07/21/12	JZ	Correspond with working group regarding revisions to hearing script regarding automatic stay motion (.20)	0.20
07/21/12	JZ	Research discovery and automatic stay application in	0.80

	preparation for hearing regarding Wells Fargo's motion for relief from automatic stay (.80)	
07/22/12 JZ	Review and revise script and outline to address new cases cited in reply of Wells Fargo for purposes related to upcoming hearing on automatic stay (2.00)	2.00
07/23/12 SJR	Review documents related to Wells Fargo's Motion for Relief from the Automatic Stay, including case law materials in preparation for today's hearing, and provide guidance to litigators who are arguing Motion on behalf of Residential Capital and strategy regarding potentially resolving matters related to same (3.20)	3.20
07/23/12 SJR	Attend to matters regarding tomorrow's Motion to Lift the Automatic Stay, review e-mails regarding same and follow up regarding possible resolutions to issues related to same (2.70)	2.70
07/23/12 TPS	Participate in conference call with J. Scoliard and M. Gallagher re: the review of the Wells Fargo's motion and follow up with M. Gallagher re: next steps (.60)	0.60
07/23/12 TPS	Participate in conference call with M. Gallagher and V. Tsoong, counsel to ETS in Susilio litigation involving ETS, re: status of discovery and how to obtain extension of trial date (.20)	0.20
07/23/12 TPS	Participate in conference call with M. Gallagher, J. Shulman and M. Bunin to further discuss compromise options (.50)	0.50
07/23/12 TPS	Review Wells Fargo's reply brief in preparation for call with J. Scoliard (.70)	0.70
07/23/12 TPS	Participate in conference call with M. Gallagher, J. Shulman and M. Bunin regarding resolving stay motion (.30)	0.30
07/23/12 TPS	Participate in conference call with J. Scoliard and M. Gallagher regarding alternative points of compromise for stay relief motion (.30)	0.30
07/23/12 TPS	Attend to the final preparation for hearing on Wells Fargo's motion for relief from stay (.70)	0.70
07/23/12 TPS	Confer with C. DiCicco, J. Scoliard and M. Gallagher regarding underlying case in California that is suspect of Wells Fargo's motion (.30)	0.30
07/23/12 MG8	Confer with T. Smith, C. DiCicco and J. Scoliard to discuss issues relating to underlying litigation with respect to Wells Fargo's stay relief motion (.30)	0.30
07/23/12 MG8	Revise script for hearing to update for new information from J. Scoliard and research on stay applicability to discovery and trial subpoenas (1.50)	1.50

07/23/12	MG8	Attend to further research on issue of automatic stay to trial subpoenas to a debtor for claims against a third party that are related to claims against debtor for conflicts purposes (.60)	0.60
07/23/12	MG8	Participate in call with J. Shulman, M. Bunin and T. Smith to further explore consensual resolutions to Wells Fargo's stay relief motion (.50)	0.50
07/23/12	MG8	Participate in call with J. Scoliard and T. Smith regarding additional thoughts on approaches to resolve Wells Fargo's stay relief motion and issues raised by related litigation (.30)	0.30
07/23/12	MG8	Correspond with N. Rosenbaum and T. Smith regarding issues relating to potential resolution to Wells Fargo's stay relief motion (.30)	0.30
07/23/12	MG8	Attend to further correspondence with T. Smith and J. Scoliard regarding status of Wells Fargo's stay relief motion (.20)	0.20
07/23/12	MG8	Participate in call with J. Scoliard and T. Smith to discuss Wells Fargo's stay relief motion and follow-up discussion with T. Smith regarding same (.60)	0.60
07/23/12	MG8	Participate in call with T. Smith, J. Shulman and M. Bunin, counsel to Wells Fargo, regarding potential solutions to Wells Fargo's stay relief motion (.30)	0.30
07/23/12	MG8	Complete review of cases and update research memorandum on applicability of automatic stay to discovery of debtor and related issues (1.20)	1.20
07/23/12	MG8	Review ETS production in Susilo litigation from V. Tsoong for conflicts purposes (.50)	0.50
07/23/12	MG8	Check section 362(e) of bankruptcy code and case management order regarding impact of adjournment on stay and related issue (.30)	0.30
07/23/12	MG8	Participate in call with T. Smith and V. Tsoong regarding status of discovery in Susilo litigation and procedures for seeking the continue trial date (.20)	0.20
07/23/12	MG8	Participate in call with V. Tsoong, counsel to ETS in Susilo litigation, regarding discovery produced by ETS (.30)	0.30
07/23/12	HES	Review motion for relief from stay to determine whether movant is a conflict party (.20)	0.20
07/23/12	JZ	Conduct research regarding automatic stay and discovery issues for purposes related to Wells Fargo's motion for relief from the automatic stay (.30)	0.30
07/23/12	JZ	Confer and correspond with working group regarding	0.20

	documents to be included in binders for upcoming hearing regarding Wells Fargo's motion for relief from automatic stay (.20)	
07/23/12 JZ	Correspond with working group regarding drafting outline and script for upcoming hearing and research of interest for purposes of the automatic stay and discovery for purposes related to Wells Fargo's motion for relief from stay (.20)	0.20
07/23/12 JZ	Review and revise script and outline for upcoming hearing regarding Wells Fargo's motion for relief from automatic stay (.30)	0.30
07/24/12 MG8	Draft correspondence to case manager at Residential Capital and counsel in California in ETS-Susilo litigation about outcome of hearing on Wells Fargo's stay relief motion (.40)	0.40
07/24/12 HES	Review motions for relief from stay to determine whether movants are conflict parties (.40)	0.40
07/24/12 JZ	Confer with working group regarding hearing involving automatic stay motion of Wells Fargo's and need for follow up in connection with same for conflicts purposes (.20)	0.20
07/25/12 TPS	Work on draft stipulation resolving Wells Fargo's motion to lift stay (.60)	0.60
07/25/12 TPS	Participate in telephone conference with M. Gallagher and J. Shulman re: stipulations resolving Wells Fargo's motion (.30)	0.30
07/25/12 TPS	Participate in telephone conference with M. Gallagher and V. Tsoong re: next steps in Susilo action in C.D. California court (.30)	0.30
07/25/12 MG8	Participate in telephone conference with N. Moss regarding stipulation for Wells Fargo's stay relief motion (.20)	0.20
07/25/12 MG8	Draft proposed stipulation and order for resolution to Wells Fargo's stay relief motion for conflicts purposes (3.50)	3.50
07/25/12 MG8	Correspond with J. Shulman regarding issues relating to the resolution of the Wells Fargo stay relief motion and related follow-up with Curtis team (.50)	0.50
07/25/12 MG8	Participate in telephone conference with T. Smith and J. Shulman to go over details of proposed stipulation and order resolving Wells Fargo's stay relief motion and related issues and follow up on matters related to same (.40)	0.40
07/25/12 MG8	Participate in telephone conference with V. Tsoong, counsel to ETS, and T. Smith regarding preparation of	0.30

	declarations of ETS employees in accordance with agreement with Wells Fargo and related issues (.30)	
07/25/12 HES	Review motion for relief from stay to determine whether movant is a conflict party (.20)	0.20
07/25/12 JZ	Confer and correspond with working group regarding review of stipulation in connection with stay relief motion of Wells Fargo (.20)	0.20
07/25/12 JZ	Review and comment on draft of proposed stipulation in connection with Wells Fargo's Motion for automatic stay relief (.40)	0.40
07/26/12 TPS	Collaborate with Wells Fargo's counsel to agree on extending automatic stay in Susilo and draft stipulation resolving motion for conflicts purposes (1.20)	1.20
07/26/12 MG8	Attend to matters relating to settlement with Wells Fargo and procedure for resolving matter, including telephone conference with J. Shulman, counsel to Wells Fargo (1.20)	1.20
07/26/12 MG8	Confer with M. Cohen regarding correspondences between Curtis and opposing counsel for Wells Fargo (.20)	0.20
07/26/12 MAC	Review Stipulation and related pleadings in connection with Wells Fargo's automatic stay motion (.70)	0.70
07/26/12 MAC	Review correspondence between Curtis and opposing counsel (.20)	0.20
07/26/12 MAC	Confer with M. Gallagher re: correspondence between Curtis and opposing counsel (.20)	0.20
07/27/12 TPS	Follow-up with Wells Fargo to procure agreement on extension of the automatic stay (.50)	0.50
07/27/12 TPS	Confer with M. Gallagher and M. Cohen on how to resolve extension of stay (.30)	0.30
07/27/12 TPS	Review draft stipulation memorializing agreement reprinted from the court at the July 24th hearing (.50)	0.50
07/27/12 MG8	Attend to matters relating to completing draft stipulation and order resolving Wells Fargo's lift stay motion for transmission to J. Shulman, counsel to Wells Fargo and confer with T. Smith and M. Cohen re: same (1.50)	1.50
07/27/12 MAC	Review and revise Wells Fargo's stay relief stipulation (.60)	0.60
07/27/12 MAC	Confer with M. Gallagher and T. Smith re: extension of stay and follow up on matters related to same (.40)	0.40
07/27/12 JZ	Confer and correspond with working group regarding issues regarding preparation of stipulation and order for	0.40

conflics purposes (.40)

07/27/12	JZ	Confer with chambers regarding Wells Fargo's automatic stay motion (.20)	0.20
07/30/12	MG8	Participate in telephone conference with M. Bunin, bankruptcy counsel to Wells Fargo, in connection with stipulation and order resolving Wells Fargo's stay relief motion (.20)	0.20
07/30/12	JZ	Confer with working group regarding issues related to stipulation and order for Wells Fargo's relief from stay motion (.10)	0.10
07/31/12	MG8	Participate in telephone conference with E. Frejka of Kramer Levin regarding stipulation resolving Wells Fargo's stay relief motion (.20)	0.20
07/31/12	MG8	Participate in telephone conference with M. Bunin regarding comments to stipulation resolving Wells Fargo's stay relief moiton (.20)	0.20
07/31/12	MG8	Attend to correspondence with J. Shulman regarding stipulation and order to Wells Fargo's stay relief motion (.20)	0.20

TOTAL HOURS 169.50

Summary of Services

	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Steven J. Reisman	Partner	12.60	830	10,458.00
Turner P. Smith	Partner	17.20	830	14,276.00
Michael Ari Cohen	Partner	5.40	730	3,942.00
Maryann Gallagher	Counsel	67.90	625	42,437.50
Heather Elizabeth Saydah	Associate	1.60	550	880.00
Peter Josef Buenger	Associate	9.80	425	4,165.00
James Zimmer	Associate	50.00	345	17,250.00
Alana Dreiman	Legal Assistant	5.00	230	1,150.00
		169.50		\$94,558.50

TOTAL SERVICES \$94,558.50

Summary of Expenses

External Photocopying Services 64.50

TOTAL EXPENSES \$64.50

September 12, 2012

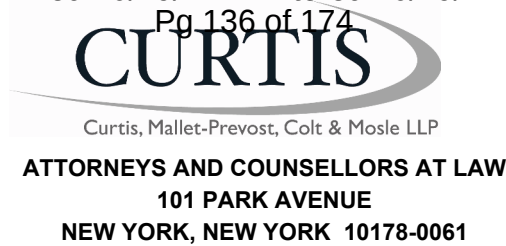
Inv # 1547996

Our Ref # 062108-000430

Page 18

TOTAL THIS INVOICE

\$94,623.00



PLEASE RETURN THIS REMITTANCE WITH YOUR PAYMENT

Payment Instructions:

Wire Funds to - Bank: Citibank
ABA Routing #: 021000089
F/B/O: Curtis Mallet-Prevost Colt & Mosle LLP
Account#: 40585074

Mail Checks to - Curtis Mallet-Prevost Colt & Mosle LLP
General Post Office
P.O. Box 27930
New York, NY 10087-7930

Residential Capital, LLC
Inv. # 1547996

Total Services 94,558.50

Total Expenses 64.50

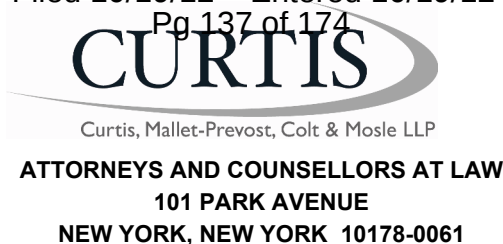
Applied Credit 0.00

Total This Invoice **\$94,623.00**

**If you require further information regarding past due accounts, please contact
Chandanie Doma (Accounts Receivable Coordinator) at (212)839-6807.**

Federal & New York State
Identification Number 13-5018900

This Statement is payable when rendered
in USD.



Residential Capital, LLC
 1100 Virginia Drive
 MC: 190_FTW-M01
 Fort Washington PA 19034

September 12, 2012

Inv. # 1547997
 Our Ref. 062108-000700
 SJR

Attention: Residential Capital, LLC

Re: Curtis Retention/Billing/Fee Applications

07/06/12	SJR	Review Omnibus Objection to Retention Application filed by U.S. Trustee regarding Curtis' involvement and attend to resolve limited Objection to same (.30)	0.30
07/06/12	MG8	Review U.S. Trustee's omnibus objection to retention applications (.40)	0.40
07/06/12	MG8	Correspond with M. Cohen and H. Saydah regarding U.S. Trustee's objection to retention and plan to resolve same with respect to limited objection to Curtis retention (.20)	0.20
07/06/12	MAC	Confer and correspond with J. Zimmer regarding U.S. Trustee's objection to retention application and matters related to same (.40)	0.40
07/06/12	JZ	Confer and correspond with M. Cohen regarding U.S. Trustee's objection to retention application (.40)	0.40
07/06/12	JZ	Review and summarize objection of same for M. Cohen and working group (.30)	0.30
07/07/12	MG8	Confer with H. Saydah regarding U.S. Trustee's objection to Curtis' retention application (.10)	0.10
07/07/12	MG8	Correspond with J. Wishnew of Morrison & Foerster regarding U.S. Trustee's omnibus objection to retention applications of professionals (.20)	0.20
07/07/12	MG8	Attend to follow-up correspondence with working group and J. Wishnew regarding same (.20)	0.20
07/07/12	HES	Review Case Management Order for reply deadline to U.S. Trustee's objection to retention application (.20)	0.20
07/07/12	HES	Review U.S. Trustee's objection to Curtis retention application (.50)	0.50
07/07/12	HES	Confer with M. Gallagher regarding U.S. Trustee's objection to retention application (.10)	0.10
07/10/12	MG8	Review Morrison & Foerster's response to objections to professional retention application and provide comments to L. Marinuzzi regarding same (.30)	0.30

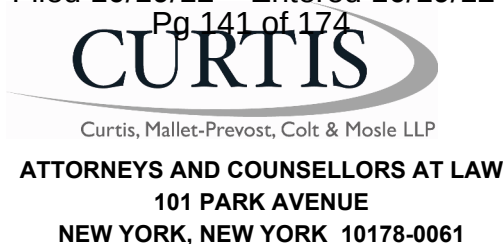
07/10/12	MG8	Confer with B. Matsumoto regarding objection to retention applications and potential resolution (.10)	0.10
07/10/12	MG8	Review proposed order authorizing Curtis' retention application revised to include language suggested by UST regarding retainer application and notice of fee increases (.30)	0.30
07/10/12	MG8	Correspond with J. Wishnew and L. Marinuzzi regarding agreed language for retention order on retainers and notice of fee increases (.20)	0.20
07/10/12	MG8	Confer with H. Saydah regarding changes to proposed order authorizing Curtis retention as conflicts counsel needed to address UST objections and attend to matters related to same (.20)	0.20
07/10/12	HES	Revise retention order to conform to U.S. Trustee's proposed language (.40)	0.40
07/10/12	HES	Confer with M. Gallagher regarding revised language for retention order (.20)	0.20
07/11/12	MG8	Correspond with L. Marinuzzi of Morrison & Foerster regarding finalization of Curtis' retention orders (.20)	0.20
07/11/12	MG8	Review filed reply to objections to retention applications (.40)	0.40
07/11/12	MG8	Review Lewis pleading relating to retention applications (.20)	0.20
07/11/12	MG8	Review agenda for July 13th hearing on retention applications and follow-up regarding same (.20)	0.20
07/12/12	SJR	Confer with working group regarding matters related to Curtis retention application (.20)	0.20
07/12/12	MG8	Prepare for hearing on retention applications and related matters (.50)	0.50
07/12/12	MG8	Correspondence with N. Moss relating to final orders for Curtis' retention and UST sign off regarding the same and follow-up with S. Reisman re: same (.60)	0.60
07/13/12	SJR	Review materials in connection with the July 13, 2012 Hearing and Residential Capital case regarding the retention of Curtis, Mallet as Conflicts Counsel for Debtors and attend Hearing at U.S. Bankruptcy Court, Southern District of New York regarding matters related to same (3.20)	3.20
07/13/12	MG8	Prepare summary of matters that Curtis has been handling as proposed conflicts counsel to Residential Capital in preparation for hearing on Curtis' Retention Application and related follow-up with Curtis team (.60)	0.60

07/16/12	MG8	Correspond with N. Moss of Morrison & Foerster regarding materials for the retention orders (.20)	0.20
07/17/12	MG8	Review interim compensation order entered by Bankruptcy Court and update Curtis team with respect to same (.30)	0.30
07/17/12	JZ	Correspond with working group regarding filing Interim and Monthly Fee Applications and procedures related to same (.10)	0.10
07/18/12	JZ	Confer and correspond with working group regarding preparation of June Monthly Fee Statement and issues related to same (.20)	0.20
07/23/12	JZ	Confer with working group regarding issues related to preparation of June Fee Statement (.10)	0.10
07/24/12	JZ	Review and revise draft of May and June Fee Statement (.30)	0.30
07/24/12	JZ	Confer with working group regarding issues related to preparation of June Fee Statement (.20)	0.20
07/25/12	JZ	Confer with working group regarding issues related to preparation of June Fee Statement (.20)	0.20
07/25/12	JZ	Attend to issues regarding preparation of June Fee Statement (.40)	0.40
07/26/12	JZ	Review and revise draft June Fee Statement (.20)	0.20
07/26/12	JZ	Confer with working group regarding preparation of June Fee Statement (.20)	0.20
07/27/12	JZ	Confer and correspond with working group regarding preparation of June Fee Statement (.10)	0.10
07/27/12	JZ	Review and revise draft June Fee Statement (.10)	0.10
07/30/12	MG8	Correspond with J. Wishnew regarding procedures for Monthly Fee Statements and related follow-up with Curtis team (.30)	0.30
07/30/12	AD	Review and revise Monthly Fee Statement Cover Letter and Tables for May 14, 2012 through and including June 30, 2012 (5.00)	5.00
07/30/12	JZ	Review and revise draft May and June Fee Statement (.60)	0.60
07/30/12	JZ	Confer and correspond with working group regarding preparation of May and June Fee Statement (.40)	0.40
07/31/12	MG8	Attend to review and revision of Curtis' first Monthly Fee Statement for Residential Capital Chapter 11 cases for compliance with Interim Fee Order (1.70)	1.70

07/31/12	AD	Continue reviewing and revising Monthly Fee Statement Cover Letter and Tables for May 14, 2012 through and including June 30, 2012 (6.00)	6.00
07/31/12	JZ	Confer and correspond with working group regarding preparation of May and June Fee Statement (.50)	0.50
07/31/12	JZ	Review and revise draft May and June Fee Statement (.50)	0.50
TOTAL HOURS			28.70

Summary of Services

	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Steven J. Reisman	Partner	3.70	830	3,071.00
Michael Ari Cohen	Partner	0.40	730	292.00
Maryann Gallagher	Counsel	7.40	625	4,625.00
Heather Elizabeth Saydah	Associate	1.40	550	770.00
James Zimmer	Associate	4.80	345	1,656.00
Alana Dreiman	Legal Assistant	11.00	230	2,530.00
		28.70		\$12,944.00
TOTAL SERVICES				\$12,944.00
TOTAL THIS INVOICE				\$12,944.00



PLEASE RETURN THIS REMITTANCE WITH YOUR PAYMENT

Payment Instructions:

Wire Funds to - Bank: Citibank
ABA Routing #: 021000089
F/B/O: Curtis Mallet-Prevost Colt & Mosle LLP
Account#: 40585074

Mail Checks to - Curtis Mallet-Prevost Colt & Mosle LLP
General Post Office
P.O. Box 27930
New York, NY 10087-7930

Residential Capital, LLC
Inv. # 1547997

Total Services 12,944.00

Total Expenses 0.00

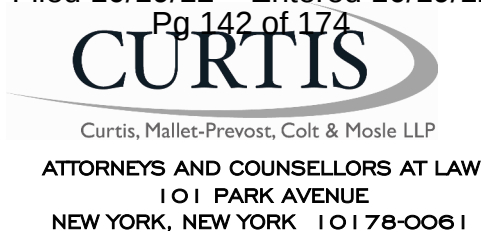
Applied Credit 0.00

Total This Invoice **\$12,944.00**

**If you require further information regarding past due accounts, please contact
Chandanie Doma (Accounts Receivable Coordinator) at (212)839-6807.**

Federal & New York State
Identification Number 13-5018900

This Statement is payable when rendered
in USD.



Residential Capital, LLC
 1100 Virginia Drive
 MC: 190_FTW-M01
 Fort Washington PA 19034

October 16, 2012

Inv. # 1552235
 Our Ref. 062108-000100
 SJR

Attention: Residential Capital, LLC

Re: Case Administration

08/01/12	SJR	Review docket in Residential Capital bankruptcy case regarding conflict matters and conduct a general update on case and restructuring (.70)	0.70
08/01/12	MG8	Review heavy docket activity for the day for potential conflicts purposes (1.70)	1.70
08/02/12	MG8	Review substantial docket activity for potential conflicts purposes, including UST objection to Debtors key employee compensation motion, objections to professional retentions, numerous affidavits, a district court order denying the Debtors' request to extend the automatic stay to certain non-debtors affiliates, and a motion for relief from stay filed by Citibank (1.60)	1.60
08/02/12	MAC	Review docket and recently filed pleadings in the Chapter 11 case in connection with Curtis' role as conflicts counsel to the Debtors (.90)	0.90
08/06/12	MG8	Review heavy docket activity in connection with Curtis' role as conflicts counsel, including motion to set bar date, Examiner's proposed work plan, reply to objection of US Trustee regarding KERP and KEIP plans and related declaration, Debtors' objection to motion to convert and pleading relating to retentions (1.40)	1.40
08/07/12	MG8	Review recent docket activity including briefly review numerous motions, statements, declarations, notices and agenda for hearing on August 8 and 9, 2012 for conflicts purposes (1.60)	1.60
08/07/12	AD	Amend internal case calendar to reflect hearing dates and deadlines as set by Court (.50)	0.50
08/08/12	MG8	Review voluminous daily docket activity for conflicts counsel purposes (1.40)	1.40
08/08/12	MAC	Review Chapter 11 case docket and related pleadings (.50)	0.50
08/09/12	MG8	Review recent docket activity for potential conflicts purposes (1.20)	1.20
08/10/12	MG8	Review heavy daily docket activity for potential conflicts	2.30

purposes, including numerous filings relating to automatic stay matters, Examiner's 2004 requests, Debtors' motion for procedures to sell de minimus assets, and various notices and agenda for August 14th hearing (2.30)

08/10/12 AD	Amend internal case calendar to reflect hearing dates and deadlines as set by Court (.20)	0.20
08/13/12 SJR	Conduct a general update in the Residential Capital case regarding conflict matters including Wells Fargo, CMFG Life Insurance and other pleadings files regarding stay relief's bearing upon Curtis' role as Conflicts Counsel (.80)	0.80
08/13/12 MG8	Review docket activity in connection with Curtis' role as conflicts counsel, including, among other pleadings, motions for relief from stay, reply to omnibus objection to certain stay relief motions, and the notice of proposed stipulation and order modifying automatic stay to allow CMFG life insurance to take limited third party discovery, and amended agenda for August 15th hearing (.70)	0.70
08/13/12 MAC	Review docket and pleadings re: potential conflicts issues (.70)	0.70
08/13/12 AD	Prepare and assemble August 14, 2012 Hearing Binder per the request of M. Gallagher (6.00)	6.00
08/13/12 JZ	Review case docket regarding recent developments of interest for conflicts purposes (.10)	0.10
08/14/12 MG8	Briefly review numerous affidavits of disinterestedness filed by various Debtors' counsel (.30)	0.30
08/14/12 MG8	Review Agenda for August 16th hearing and notice of future omnibus hearing dates, and related follow-up in connection with Curtis' role as conflicts counsel (.30)	0.30
08/14/12 MG8	Review heavy docket activity during day, including motions for relief from stay, motions under Rule 2004, including Examiner's requests and TRIAXX motion related to RMBS settlement, motion for sanctions, motions to withdraw motions for relief from stay, declarations in support of employment applications, motion for clarification regarding order denying Aurora Bank motion for stay relief, stipulation and proposed order extending stay to John Hancock, Cerberus limited objection to motion of examiner to issue subpoenas and related issues, all in connection with Curtis' role as conflicts counsel to Debtors (2.30)	2.30
08/14/12 MAC	Review pleadings and opinions in connection with potential conflicts matters (.90)	0.90
08/14/12 JZ	Correspond with M. Gallagher regarding upcoming omnibus hearing dates and attendance required at	0.10

	same for conflicts purposes (.10)	
08/14/12 JZ	Confer and correspond with working group regarding upcoming evidentiary hearing at which Curtis' attendance is necessary for conflicts purposes (.40)	0.40
08/14/12 JZ	Review case docket and Judge Glenn's calendar regarding same (.30)	0.30
08/14/12 JZ	Correspond with M. Gallagher regarding upcoming omnibus hearing dates and attendance required at same for conflicts purposes (.10)	0.10
08/16/12 MG8	Review recent docket activity for August 15th in connection with Curtis' role as conflicts counsel, including several requests for stay relief, agendas and notices relating to August 16th hearing, responses to Examiner's motion relating to protective order for materials produced pursuant to Rule 2004 and related matters, USA response to Ally Subservicing motion, order approving Debtors' Key employee retention plan and Debtors supplemental motion relating to RMBS Trust Settlement (2.50)	2.50
08/16/12 AD	Amend internal case calendar to reflect hearing dates and deadlines as set by Court (.20)	0.20
08/17/12 MG8	Review daily docket activity in connection with Curtis' role as conflicts counsel to the Debtors (.80)	0.80
08/20/12 MG8	Review daily docket activity for potential conflicts purposes (.80)	0.80
08/21/12 MG8	Review daily docket activity for potential conflicts matters in connection with Curtis' role as conflicts counsel to the Debtors (.70)	0.70
08/21/12 MG8	Participate in telephone conference with N. Rosenbaum regarding potential conflict matter relating to a dispute involving a joint venture between debtor and a Cerberus entity and follow-up re: same (.80)	0.80
08/22/12 JZ	Review docket regarding recent conflict developments of interest (.10)	0.10
08/22/12 JZ	Correspond with working group regarding calendaring of same (.10)	0.10
08/23/12 MG8	Review heavy daily docket activity for potential conflicts purposes, with particular attention to certain filings relating to relief from the automatic stay, pre-auction objections of the RMBS trustees to Debtors' sale motion, examiner's supplemental work plan, and motion seeking to extend time in connection with Debtors' exclusivity and lease assumption and rejection (1.70)	1.70
08/23/12 MG8	Draft correspondence to T. Hamzehpour regarding new	0.50

conflicts matter referred by Morrison & Foerster regarding
CMH Holdings JV (.50)

08/23/12	MAC	Review sale motion re: objections in connection with Curtis' role as conflicts counsel (.40)	0.40
08/23/12	MAC	Review examiner pleadings in connection with Curtis' role as conflicts counsel (.30)	0.30
08/23/12	MAC	Confer with working group re: conflicts matters (.20)	0.20
08/24/12	AD	Amend internal case calendar to reflect matters scheduled to be heard at the September 11, 2012 Omnibus Hearing (.20)	0.20
08/27/12	MG8	Review docket activity for conflicts purposes, including review pleadings relating to Ally servicing motion, pleading filed in response to 2004 motion by certain certificate holdings relating to RMBS settlement, stipulations and orders relating to stay relief requests, pleadings relating to request for a homeowners' committee and notices and agenda for August 29th hearing (1.40)	1.40
08/28/12	MG8	Review for potential conflicts purposes substantial docket activity in Residential Capital Chapter 11 Cases, including motions seeking relief from stay, numerous pleadings relating to FHFA request for relief from the stay filed by the FHFA, the Debtors and the certain non-debtor defendants, pleadings relating to Ally servicing agreement, pleadings relating to Ally shared services agreement, pleadings relating to the Debtors' supplemental motion relating to the RMBS settlement and the motion for reconsideration submitted by counsel to certain trustees, the Court's decision denying without prejudice the Debtors' KEIP motion, notices of hearing and the revised agenda for the August 29th hearing (3.70)	3.70
08/28/12	MAC	Review docket and relief from stay pleadings in connection with Curtis' role as conflicts counsel (1.00)	1.00
08/29/12	MG8	Review daily docket activity in connection with Curtis' role as conflicts counsel, with particular attention to orders relating to lift stay matters (1.20)	1.20
08/30/12	MG8	Review recent docket activity for potential conflicts issues (.30)	0.30
TOTAL HOURS			43.90

Summary of Services

	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Steven J. Reisman	Partner	1.50	830	1,245.00
Michael Ari Cohen	Partner	4.90	730	3,577.00
Maryann Gallagher	Counsel	29.20	625	18,250.00
James Zimmer	Associate	1.20	345	414.00
Alana Dreiman	Legal Assistant	7.10	230	1,633.00
		43.90		\$25,119.00

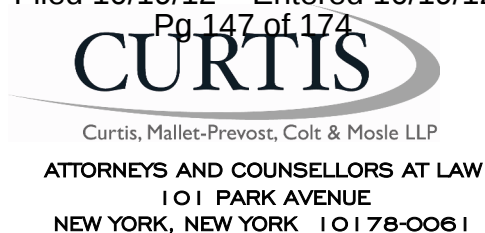
TOTAL SERVICES **\$25,119.00**

Summary of Expenses

Courier Expense	63.29
Deposition Reporting/Transcripts	138.00
Postage	0.45
Subway to Court	27.00

TOTAL EXPENSES **\$228.74**

TOTAL THIS INVOICE **\$25,347.74**

**Outstanding Accounts Receivable**

Invoice Date	Invoice Number	Invoice Amount	Payment Amount	Balance Due
07/30/12	1538615	34,290.10	0.00	34,290.10
07/31/12	1544985	42,382.20	0.00	42,382.20
09/12/12	1547991	14,593.61	0.00	14,593.61
Prior Balance				\$91,265.91
Balance Due				\$116,613.65



PLEASE RETURN THIS REMITTANCE WITH YOUR PAYMENT

Payment Instructions:

Wire Funds to - Bank: Citibank
ABA Routing #: 021000089
F/B/O: Curtis Mallet-Prevost Colt & Mosle LLP
Account#: 40585074

Mail Checks to - Curtis Mallet-Prevost Colt & Mosle LLP
General Post Office
P.O. Box 27930
New York, NY 10087-7930

Residential Capital, LLC
Inv. # 1552235

Total Services 25,119.00

Total Expenses 228.74

Applied Credit 0.00

Total This Invoice \$25,347.74

ACCOUNTS RECEIVABLE AGING - PRIOR BALANCE

<u>0 - 30 Days</u>	<u>31 - 60 Days</u>	<u>61 - 90 Days</u>	<u>91 - 120 Days</u>	<u>Over 120 Days</u>	<u>Total</u>
	14,593.61	76,672.30			91,265.91

Balance Due \$116,613.65

If you require further information regarding past due accounts, please contact Chandanie Doma (Accounts Receivable Coordinator) at (212)839-6807.

Federal & New York State
Identification Number 13-5018900

This Statement is payable when rendered
in USD.

CURTIS

Curtis, Mallet-Prevost, Colt & Mosle LLP

ATTORNEYS AND COUNSELLORS AT LAW**101 PARK AVENUE****NEW YORK, NEW YORK 10178-0061**

Residential Capital, LLC
1100 Virginia Drive
MC: 190_FTW-M01
Fort Washington PA 19034

October 16, 2012

Inv. # 1552236
Our Ref. 062108-000300
SJR

Attention: Residential Capital, LLC

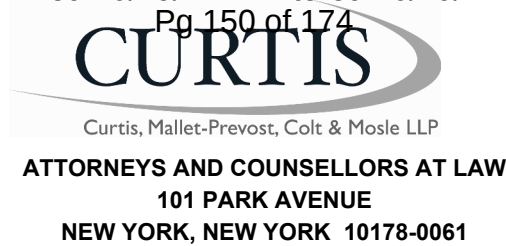
Re: General Claims and Equity Matters

08/07/12 MG8 Review motion papers seeking to establish bar dates
and related matters for conflicts purposes (.20) 0.20

TOTAL HOURS 0.20

Summary of Services

	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Maryann Gallagher	Counsel	0.20	625	125.00
		0.20		\$125.00
	TOTAL SERVICES			\$125.00
	TOTAL THIS INVOICE			\$125.00



PLEASE RETURN THIS REMITTANCE WITH YOUR PAYMENT

Payment Instructions:

Wire Funds to - Bank: Citibank
ABA Routing #: 021000089
F/B/O: Curtis Mallet-Prevost Colt & Mosle LLP
Account#: 40585074

Mail Checks to - Curtis Mallet-Prevost Colt & Mosle LLP
General Post Office
P.O. Box 27930
New York, NY 10087-7930

Residential Capital, LLC
Inv. # 1552236

Total Services 125.00

Total Expenses 0.00

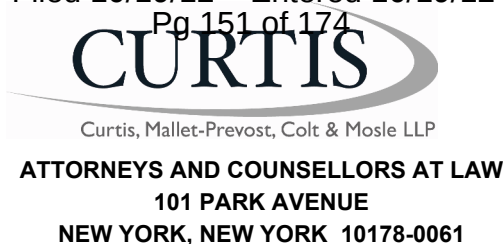
Applied Credit 0.00

Total This Invoice \$125.00

**If you require further information regarding past due accounts, please contact
Chandanie Doma (Accounts Receivable Coordinator) at (212)839-6807.**

Federal & New York State
Identification Number 13-5018900

This Statement is payable when rendered
in USD.



Residential Capital, LLC
 1100 Virginia Drive
 MC: 190_FTW-M01
 Fort Washington PA 19034

October 16, 2012

Inv. # 1552237
 Our Ref. 062108-000350
 SJR

Attention: Residential Capital, LLC

Re: Hearings and Court Matters

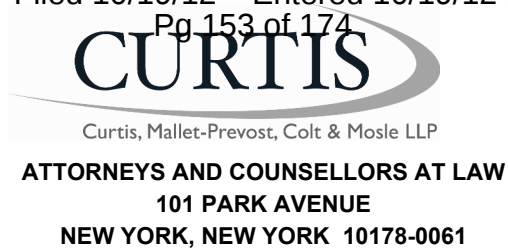
08/08/12	MG8	Prepare for and attend hearing with respect to status conference on motion seeking final approval of Ally shared services agreement, motion regarding employee bonus plans and initial case conference on Lewis adversary proceeding in connection with Curtis' role as conflicts counsel (2.60)	2.60
08/09/12	MAC	Prepare for and attend Omnibus Hearing in connection with Curtis' role as conflicts counsel to the Debtors (1.60)	1.60
08/14/12	MG8	Prepare for and attend hearing on various stay relief motions and status conference on Green Planet adversary proceeding as Debtors' conflict counsel (2.70)	2.70
08/14/12	MAC	Prepare for and attend Residential Capital Hearing in connection with Curtis' role as conflicts counsel to the Debtors (2.70)	2.70
08/16/12	MG8	Prepare for and attend hearing on Examiner's 2004 motion and related objections and responses, as well as status conference on Ally Subservicing agreement (2.70)	2.70
08/16/12	MAC	Prepare for and attend hearing at Bankruptcy Court for SDNY in connection with Curtis' role as conflicts counsel to the Debtors (2.70)	2.70
08/29/12	MG8	Prepare for and attend omnibus hearing in connection with Curtis' role as conflicts counsel to the Debtors (1.60)	1.60
TOTAL HOURS			16.60

October 16, 2012
Inv # 1552237
Our Ref # 062108-000350

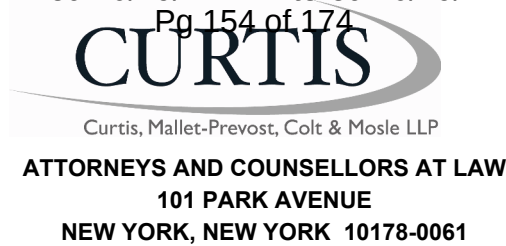
Page 2

Summary of Services

	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Michael Ari Cohen	Partner	7.00	730	5,110.00
Maryann Gallagher	Counsel	9.60	625	6,000.00
		16.60		\$11,110.00
TOTAL SERVICES				\$11,110.00
TOTAL THIS INVOICE				\$11,110.00

**Outstanding Accounts Receivable**

Invoice Date	Invoice Number	Invoice Amount	Payment Amount	Balance Due
07/30/12	1538152	5,110.00	0.00	5,110.00
07/31/12	1544987	26,943.00	0.00	26,943.00
09/12/12	1547993	12,872.50	0.00	12,872.50
Prior Balance				\$44,925.50
Balance Due				\$56,035.50



PLEASE RETURN THIS REMITTANCE WITH YOUR PAYMENT

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Wire Funds to - Bank: Citibank
ABA Routing #: 021000089
F/B/O: Curtis Mallet-Prevost Colt & Mosle LLP
Account#: 40585074

Mail Checks to - Curtis Mallet-Prevost Colt & Mosle LLP
General Post Office
P.O. Box 27930
New York, NY 10087-7930

Residential Capital, LLC
Inv. # 1552237

Total Services 11,110.00

Total Expenses 0.00

Applied Credit 0.00

Total This Invoice **\$11,110.00**

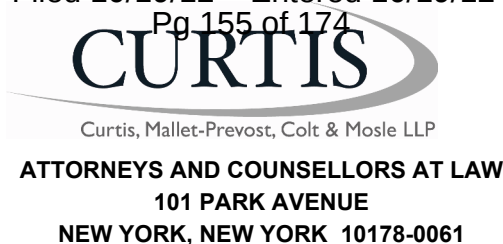
ACCOUNTS RECEIVABLE AGING - PRIOR BALANCE

<u>0 - 30 Days</u>	<u>31 - 60 Days</u>	<u>61 - 90 Days</u>	<u>91 - 120 Days</u>	<u>Over 120 Days</u>	<u>Total</u>
	12,872.50	32,053.00			44,925.50
			Balance Due	<u>\$56,035.50</u>	

**If you require further information regarding past due accounts, please contact
Chandanie Doma (Accounts Receivable Coordinator) at (212)839-6807.**

Federal & New York State
Identification Number 13-5018900

This Statement is payable when rendered
in USD.



Residential Capital, LLC
 1100 Virginia Drive
 MC: 190_FTW-M01
 Fort Washington PA 19034

October 16, 2012

Inv. # 1552239
 Our Ref. 062108-000410
 SJR

Attention: Residential Capital, LLC

Re: Adversary Proceedings and Contested Matters

08/22/12	SJR	Follow up regarding matters related to GMAC Model Home Finance joint venture and issues related to same (1.80)	1.80
08/23/12	SJR	Confer with M. Gallagher regarding CMH Holdings JV and debtor GMAC Model Home Finance, LLC and matters related to same (.30)	0.30
08/23/12	SJR	Review underlying correspondence and prior materials including Purchase Agreement among Residential Capital, GMAC Model Home Finance and CMH Holdings (1.40)	1.40
08/23/12	SJR	Confer with Curtis team regarding representation of Residential Capital's potential claims against manager to joint venture and follow up regarding same (.40)	0.40
08/23/12	TPS	Prepare documents for review by A. Zinman in connection with CMH Holdings matter (.30)	0.30
08/23/12	TPS	Participate in conference call with N. Rosenbaum, E. Richards and M. Gallgher to obtain update on background to CMH Holdings dispute (.30)	0.30
08/23/12	TPS	Coordinate transfer of representation from Morrison & Foerster with M. Gallagher (.20)	0.20
08/23/12	TPS	Review documents underlying CMH Holdings - GMAC Model Home dispute for conflicts purposes (1.40)	1.40
08/23/12	MG8	Meet with J. Zimmer to discuss review of documents and fact checking of draft demand letter to counsel to Cerberus (.30)	0.30
08/23/12	MG8	Review document and email materials sent by Morrison and Foerster regarding potential dispute involving CMH Holdings for purposes of updating draft demand letter for conflicts purposes (2.50)	2.50
08/23/12	MG8	Participate in several telephone conferences with Erica Richards about issues relating to potential dispute involving CMH Holdings for conflicts purposes (.40)	0.40
08/23/12	MG8	Confer with S. Reisman regarding new conflict matter	0.30

	involving CMH Holdings JV and debtor GMAC Model Home Finance I, LLC (.30)	
08/23/12 MG8	Participate in conference call with N. Rosenbaum, E. Richards and T. Smith to obtain background on dispute involving CMH Holdings in order to prepare demand letter and follow up on matters regarding same (.40)	0.40
08/23/12 AD	Assemble purchase agreements and emails and attachments re: CMH Holdings per M. Gallagher's request (1.00)	1.00
08/23/12 JZ	Confer and correspond with working group regarding potential conflicts matters involving CMH Holdings and need for assistance in connection with same (.50)	0.50
08/23/12 JZ	Review files in connection with potential new conflicts matter involving CMH Holdings (.30)	0.30
08/24/12 JZ	Review and revise draft demand letter to counsel to Cerberus (.30)	0.30
08/24/12 JZ	Review files in connection with CMH Holdings matter for conflicts purposes (1.50)	1.50
08/24/12 JZ	Correspond with working group regarding issues related to CMH Holdings matter (.30)	0.30
08/26/12 JZ	Review LLC documents and operating agreement of CMH for purposes related to CMH Holdings conflicts matter (.30)	0.30
08/27/12 TPS	Review revised draft of demand letter re: distribution from CMH joint venture and follow-up with M. Gallagher (.90)	0.90
08/27/12 MG8	Participate in telephone conference with L. Delehey of Residential Capital's Legal Department regarding letter to opposing counsel regarding CMH Holdings joint venture for conflicts purposes (.20)	0.20
08/27/12 MG8	Revise draft demand letter to opposing counsel relating to CMH Holdings joint venture and follow-up with T. Smith and J. Zimmer re: same (.70)	0.70
08/27/12 MG8	Participate in telephone conference with B. Tyson regarding letter to opposing counsel regarding dispute involving CMH Holdings (.20)	0.20
08/27/12 MG8	Draft correspondence to B. Tyson and L. Delehey of Residential Capital explaining revisions to draft demand letter to opposing counsel and related issues (.60)	0.60
08/27/12 ABZ	Review correspondence and emails re: dispute background and draft demand letter (.40)	0.40
08/27/12 ABZ	Review draft demand letter regarding CMH Holdings (.20)	0.20

08/27/12	JZ	Review CMH Holdings' operating agreement and related LLC documents for purposes related to dispute with joint venture managing partner matter for conflicts purposes (.30)	0.30
08/27/12	JZ	Review and revise draft of demand letter to opposing counsel in CMH Holdings dispute (.30)	0.30
08/27/12	JZ	Correspond with working group regarding comments to draft of demand letter to be sent to counsel to Schulte, Roth (.10)	0.10
08/27/12	JZ	Confer and correspond with M. Gallagher regarding comments to demand letter related to CMH Holdings' matter and follow up regarding same (.40)	0.40
08/28/12	TPS	Finalize letter to Schulte, Roth re: CMH distributions to GMAC Model Home Finance for conflicts purposes (.40)	0.40
08/28/12	MG8	Correspond with working group regarding completion and transmittal of demand letter regarding CMH Holdings (.20)	0.20
08/28/12	MG8	Review comments from B. Tyson and L. Delehey of Residential Capital to draft demand letter regarding CMH and revise draft demand letter accordingly and correspond with working group regarding completion and transmittal of demand letter regarding CMH Holdings (.50)	0.50
08/29/12	SJR	Review correspondence to John Pollack at Schulte Roth and underlying documentation regarding CMH Holdings matter and conflicts litigation being handled by Curtis (.30)	1.30
08/29/12	MG8	Attend to matters relating to completion of T. Smith's letter to Schulte, Roth regarding CMH Holdings situation and related follow-up with working group (.80)	0.80
08/29/12	MG8	Correspond with N. Rosenbaum regarding CMH Holdings matter and other conflicts matters, and follow-up regarding same (.40)	0.40
08/29/12	ABZ	Finalize and transmit demand letter to Schulte, Roth (.20)	0.20
TOTAL HOURS			22.30

Summary of Services

	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Steven J. Reisman	Partner	5.20	830	4,316.00
Turner P. Smith	Partner	3.50	830	2,905.00
Maryann Gallagher	Counsel	7.50	625	4,687.50
Andrew B. Zinman	Associate	0.80	590	472.00
James Zimmer	Associate	4.30	345	1,483.50
Alana Dreiman	Legal Assistant	1.00	230	230.00
		22.30		\$14,094.00

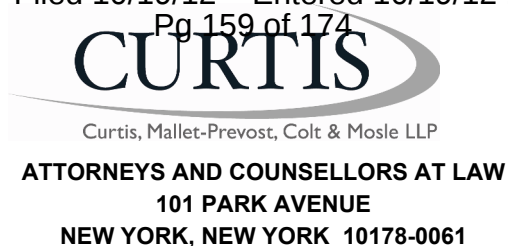
TOTAL SERVICES **\$14,094.00**

Summary of Expenses

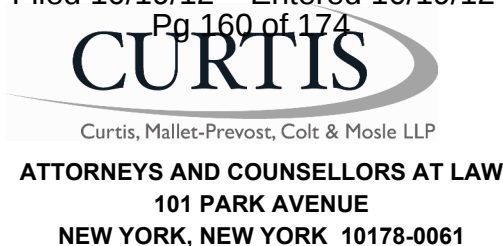
Postage 0.45

TOTAL EXPENSES **\$0.45**

TOTAL THIS INVOICE **\$14,094.45**

**Outstanding Accounts Receivable**

Invoice Date	Invoice Number	Invoice Amount	Payment Amount	Balance Due
07/30/12	1538153	38,135.40	0.00	38,135.40
07/31/12	1544989	47,488.00	0.00	47,488.00
09/12/12	1547995	4,529.00	0.00	4,529.00
Prior Balance				\$90,152.40
Balance Due				<u>\$104,246.85</u>



PLEASE RETURN THIS REMITTANCE WITH YOUR PAYMENT

Payment Instructions:

Wire Funds to - Bank: Citibank
ABA Routing #: 021000089
F/B/O: Curtis Mallet-Prevost Colt & Mosle LLP
Account#: 40585074

Mail Checks to - Curtis Mallet-Prevost Colt & Mosle LLP
General Post Office
P.O. Box 27930
New York, NY 10087-7930

Residential Capital, LLC

Inv. # 1552239

Total Services 14,094.00

Total Expenses 0.45

Applied Credit 0.00

Total This Invoice **\$14,094.45**

ACCOUNTS RECEIVABLE AGING - PRIOR BALANCE

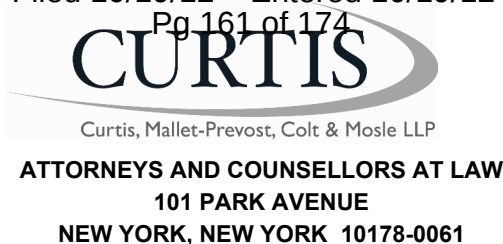
<u>0 - 30 Days</u>	<u>31 - 60 Days</u>	<u>61 - 90 Days</u>	<u>91 - 120 Days</u>	<u>Over 120 Days</u>	<u>Total</u>
	4,529.00	85,623.40			90,152.40

Balance Due **\$104,246.85**

**If you require further information regarding past due accounts, please contact
Chandanie Doma (Accounts Receivable Coordinator) at (212)839-6807.**

Federal & New York State
Identification Number 13-5018900

This Statement is payable when rendered
in USD.



Residential Capital, LLC
 1100 Virginia Drive
 MC: 190_FTW-M01
 Fort Washington PA 19034

October 16, 2012

Inv. # 1552240
 Our Ref. 062108-000430
 SJR

Attention: Residential Capital, LLC

Re: Automatic Stay/Adequate Protection Matters

08/01/12	SJR	Review draft Stipulation regarding Wells Fargo's Relief from Stay Motion and follow up regarding matters related to same (.70)	0.70
08/01/12	SJR	Review correspondence regarding Declarations for Wells Fargo regarding Lift Stay Motion related to Susilo litigation (.60)	0.60
08/01/12	TPS	Review Wells Fargo comments to draft stipulation and order for Wells Fargo's stay relief motion with respect to Susilio action (.30)	0.30
08/01/12	TPS	Confer with M. Gallagher re: Wells Fargo's lift stay requests in two unrelated cases, i.e. Susilio and Dexter (.20)	0.20
08/01/12	MG8	Confer with J. Shulman regarding Wells Fargo's comments to stipulation resolving lift stay motion related to Susilo litigation in federal court in California (.20)	0.20
08/01/12	MG8	Confer with T. Smith regarding issue with proposed stipulation and order resolving Wells Fargo lift stay motion with respect to Susilo litigation for conflicts purposes (.20)	0.20
08/01/12	MG8	Participate in telephone conference with B. Holman, counsel to Wells Fargo, in California Dexter landlord dispute, regarding potential motion seeking relief from stay, and review lengthy draft declaration in support of same for conflicts purposes (1.10)	1.10
08/01/12	MG8	Correspond with Curtis team and N. Rosenbaum regarding Wells Fargo's proposed stay relief motion seeking to allow California litigation involving landlord dispute to go forward (.60)	0.60
08/01/12	MG8	Correspond with C. DiCicco at Residential Capital and V. Tsoong regarding declarations for Wells Fargo per the resolution of Wells Fargo's lift stay motion relating to Susilo litigation (.30)	0.30
08/01/12	MG8	Participate in telephone conference with V. Tsoong, counsel to debtor ETS in Susilo litigation involving	0.30

	Wells Fargo, regarding declarations for Wells Fargo and related issues (.30)	
08/02/12	SJR Follow up regarding matters related to Wells Fargo litigation being handled by Curtis, Mallet as Conflicts Counsel and issues related to same and conduct a general update regarding same (.90)	0.90
08/02/12	TPS Attend to new lift stay dispute in California action of Dexter v. Wells Fargo, et al. (.40)	0.40
08/02/12	TPS Follow-up on the selection of ETS witnesses for declarations by Wells Fargo and review revisions to the draft stipulation for conflicts purposes (.40)	0.40
08/02/12	MG8 Revise stipulation and order for Wells Fargo's stay relief motion regarding Susilio litigation and confer with Curtis team regarding J. Schulman's comments (.40)	0.40
08/02/12	MG8 Correspond with J. Shulman regarding revised stipulation and order resolving Wells Fargo's stay relief motion in connection with Susilio litigation (.20)	0.20
08/02/12	MG8 Participate in telephone conference with C. DiCicco regarding ETS employees to be witnesses/declarants for Wells Fargo in Susilio litigation and follow-up re: same (.40)	0.40
08/02/12	MG8 Correspond with J. Scoliard and N. Campbell regarding Wells Fargo's potential request for stay relief related to California landlord litigation (.30)	0.30
08/02/12	MG8 Participate in telephone conference with J. Scoliard, J. Hoy, and outside counsel to GMAC Mortgage, regarding a potential stay relief request from Wells Fargo regarding landlord litigation pending in California for conflicts purposes (.50)	0.50
08/02/12	MG8 Correspond with N. Rosenbaum regarding Wells Fargo's informal request for stay relief related to California landlord litigation (.20)	0.20
08/02/12	MG8 Correspond with T. Hamzehpour regarding Wells Fargo's informal request for stay relief in connection with Dexter litigation and confer with M. Cohen re: same (.30)	0.30
08/02/12	MG8 Follow-up with N. Campbell and J. Hoy regarding potential request for stay relief by Wells Fargo in connection with the Dexter litigation (.30)	0.30
08/02/12	MG8 Participate in telephone conference with J. Shulman regarding changes to stipulation and order relating to identity of witnesses/declarants for Susilio litigation for conflicts purposes (.20)	0.20
08/02/12	MAC Review and revise stipulation resolving Wells Fargo's stay relief motion for Susilio litigation (.80)	0.80

08/02/12	MAC	Confer with M. Gallagher re: Stipulation resolving Wells Fargo's stay relief motion (.20)	0.20
08/02/12	JZ	Confer with working group regarding potential new matters with Wells Fargo in connection with proposed stay relief motion for stay relief for conflicts purposes (.20)	0.20
08/03/12	TPS	Confer with M. Gallagher re: next steps in Susilo stay relief matter (.10)	0.10
08/03/12	TPS	Confer with M. Gallagher re: the Dexter - Wells Fargo's stay relief matter (.20)	0.20
08/03/12	MG8	Correspond with J. Shulman regarding final comments to sign off on stipulation and order for sending to Committee (.20)	0.20
08/03/12	MG8	Correspond with B. Holman, counsel to Wells Fargo, regarding likely time frame for discovery and trial in Dexter litigation and follow-up re: same (.20)	0.20
08/03/12	MG8	Review correspondence from Ken Skogg and his associate, counsel to GMAC Mortgage in Dexter Street litigation, and review docket activity and relevant orders vacating dates and staying proceedings attached to same (.60)	0.60
08/03/12	MG8	Correspond with J. Zimmer regarding research on automatic stay issue relating to discovery in connection with California landlord litigation for conflicts purposes (.30)	0.30
08/03/12	MG8	Draft correspondence to Elise Frejka of Kramer, Levin transmitting stipulation and order resolving Wells Fargo's stay relief motion for Susilio litigation and requesting review of and Committee consent to same (.30)	0.30
08/03/12	MG8	Correspond with attorneys at Residential Capital's Legal Department regarding Wells Fargo stipulation and order with respect to Susilio matter (.20)	0.20
08/03/12	MG8	Correspond with J. Hoy of Residential Capital regarding communications with B. Holman and K. Skogg regarding potential request for stay relief by Wells Fargo in Dexter matter and confer with T. Smith re: same (.30)	0.30
08/03/12	MG8	Participate in telephone conference with B. Holman, counsel to Wells Fargo in California landlord litigation, regarding potential resolutions to informal request for stay relief (.30)	0.30
08/03/12	MG8	Confer with T. Smith regarding legal issue relating to Wells Fargo informal request for discovery in California landlord litigation and Susilio case and follow up	0.20

	regarding same (.20)	
08/03/12 JZ	Confer and correspond with M. Gallagher regarding issues related to delivery and submission of stipulation and order in connection with Wells Fargo's motion for relief from automatic stay and research related to same for conflicts purposes (.30)	0.30
08/03/12 JZ	Correspond with chambers regarding delivery of stipulation and order related to Wells Fargo's motion for relief from automatic stay (.20)	0.20
08/04/12 MG8	Research issues relating to consensual relief from stay and follow-up regarding more detailed research regarding same (.70)	0.70
08/04/12 JZ	Correspond with M. Gallagher regarding research related to Section 362(d) of the Bankruptcy Code and relief from automatic stay without order of court for conflicts purposes (.30)	0.30
08/04/12 JZ	Conduct research regarding relief from automatic stay without order of court and related issues under Section 362(d) of the Bankruptcy Code for conflicts purposes (2.90)	2.90
08/05/12 MG8	Participate in telephone conference with N. Rosenbaum regarding potential new lift stay request from Wells Fargo and follow-up re: same (.40)	0.40
08/06/12 TPS	Attend to procedural questions for resolving lift stay dispute in Dexter case with Wells Fargo for conflicts purposes (.30)	0.30
08/06/12 MG8	Correspond with N. Campbell of Legal Department regarding potential solutions to Wells Fargo's request in connection with California landlord litigation (.30)	0.30
08/06/12 MG8	Update J. Zimmer's research on automatic stay issue relating Wells Fargo informal request relating to automatic stay and California landlord litigation (.60)	0.60
08/06/12 MAC	Review issues in connection with Wells Fargo's informal requests for discovery (.40)	0.40
08/06/12 MAC	Confer with working group re: Wells Fargo's informal requests for discovery (.20)	0.20
08/06/12 JZ	Correspond with M. Gallagher regarding research related to automatic stay under Section 362(d) of the Bankruptcy Code and precedent related to same (.30)	0.30
08/07/12 SJR	Review Objections to Stay Relief requests in connection with Curtis' representation of Residential Capital and Wells Fargo matters (1.30)	1.30
08/07/12 SJR	Review underlying Wells Fargo litigation claims and responses (.70)	0.70

08/07/12	TPS	Confer with M. Gallagher re: Wells Fargo's Dexter potential stay relief status for conflicts purposes (.20)	0.20
08/07/12	TPS	Review Judge Glenn's ruling on Aurora lift stay motion (.50)	0.50
08/07/12	MG8	Review Debtors' three objections to stay relief requests, including objection to FHFA request, objection to Ulrich request, and omnibus objection to three other requests and confer with M. Cohen re: same (1.60)	1.60
08/07/12	MG8	Confer with T. Smith on strategy for Wells Fargo informal stay relief request regarding landlord litigation in California (.20)	0.20
08/07/12	MG8	Review Judge Glenn's decision denying Aurora request for stay relief (.40)	0.40
08/07/12	MAC	Review automatic stay relief motions and recent opinions relating to same and confer with M. Gallagher re: same (.90)	0.90
08/07/12	JZ	Conduct research regarding automatic stay issues under 362(d) in connection with Wells Fargo's motion for relief from stay (.60)	0.60
08/08/12	SJR	Review final Stipulation regarding Wells Fargo's Susilio stay relief matter (.70)	0.70
08/08/12	MG8	Correspond with E. Frejka, counsel to the Committee, regarding the Committee's sign off on proposed stipulation and order resolving Wells Fargo's stay relief request in connection with Susilo litigation (.20)	0.20
08/08/12	MG8	Participate in telephone conference with B. Holman, counsel to Wells Fargo in Dexter litigation pending in California, regarding potential request for stay relief and issues and problems related to same (.40)	0.40
08/08/12	MG8	Correspond with counsel to Wells Fargo regarding recent opinions of Bankruptcy Court on automatic stay motions (.20)	0.20
08/08/12	MG8	Correspond with J. Scoliard and C. Hancock at Residential Capital regarding Committee sign off and any final comments to proposed stipulation and order resolving Wells Fargo's request for stay relief with respect to Susilo litigation for conflicts purposes (.30)	0.30
08/08/12	MG8	Review memorandum opinion issued today by Judge Glenn denying Gilbert's request for stay relief and motion to dismiss Chapter 11 cases for conflicts counsel purposes (.30)	0.30
08/08/12	JZ	Review recently entered order in Residential Capital regarding relief from automatic stay for purposes related to Wells Fargo's motion for relief from	0.30

automatic stay for conflicts purposes (.30)

08/09/12	SJR	Attend to matters regarding resolving Susilo matter related to Wells Fargo's litigation where Curtis is acting as Conflicts Counsel and various e-mails and follow up regarding same (1.10)	1.10
08/09/12	TPS	Attend to changes to proposed Wells Fargo stipulation (.20)	0.20
08/09/12	MG8	Correspond with Curtis team regarding J. Scoliard's comments to proposed stipulation and order resolving Wells Fargo's stay relief motion regarding Susilo action (.30)	0.30
08/09/12	MG8	Review revised proposed stipulation and order resolving Wells Fargo's motion for stay relief with respect to Susilo action and circulate the same to Curtis team, Committee and counsel to Wells Fargo (.30)	0.30
08/09/12	MG8	Participate in telephone conference with J. Shulman, counsel to Wells Fargo, regarding additional changes to the draft stipulation and order (.20)	0.20
08/09/12	MG8	Participate in telephone conference with Judge Glenn's chambers regarding transmittal of proposed stipulation and order resolving Wells Fargo's stay relief motion with respect to Susilo litigation for conflicts purposes (.10)	0.10
08/09/12	MG8	Review and incorporate new stipulation language proposed by J. Shulman, counsel to Wells Fargo in Susilo matter, regarding withdrawal of motion with prejudice and follow-up regarding same (.50)	0.50
08/09/12	MG8	Participate in telephone conference with J. Scoliard regarding stipulation and order resolving Wells Fargo's Stay Relief Motion in connection with Susilo litigation and related stay relief matters (.40)	0.40
08/09/12	MG8	Participate in telephone conference with E. Frejke, counsel to Committee, regarding changes to stipulation and order resolving Wells Fargo's motion for stay relief with respect to Susilo Action (.20)	0.20
08/09/12	MG8	Revise transmittal to chambers regarding proposed stipulation and order resolving Wells Fargo motion for stay relief with respect to Susilo Action and submit same to chambers (.20)	0.20
08/10/12	SJR	Confer with Curtis team regarding matters related to Wells Fargo Motion for Relief from Stay (.20)	0.20
08/10/12	MAC	Review automatic stay pleadings and FHFA pleadings in connection with Curtis' role as conflicts counsel (.80)	0.80
08/14/12	MG8	Review memorandum opinion granting and denying in	0.30

		part Taggart's stay relief motion in connection with Curtis' role as Debtors' conflicts counsel (.30)	
08/16/12	SJR	Follow up regarding matters regarding Wells Fargo's Automatic Stay litigation in efforts to resolve same (.60)	0.60
08/16/12	MG8	Correspond with B. Holman, counsel to Wells Fargo, in connection with informal automatic stay request relating to Dexter landlord litigation for conflicts purposes (.30)	0.30
08/16/12	MG8	Review opinions denying Ulbrich and Jackson stay relief motions for conflicts counsel purposes (.30)	0.30
08/16/12	MAC	Review automatic stay pleadings in connection with Curtis' role as conflicts counsel to the Debtors (.70)	0.70
08/17/12	MG8	Correspond with J. Scoliard regarding strategy for Wells Fargo's stay relief request relating to Dexter landlord litigation (.10)	0.10
08/20/12	MG8	Review entered stipulation and order resolving Wells Fargo's stay relief motion with respect to Susilo action and attend to related follow-up correspondence to client, ETS outside counsel in Susilo action and members of Residential Capital's Legal Department (.70)	0.70
08/20/12	MG8	Communicate with Curtis team regarding reminder for entry of stipulation and order resolving Wells Fargo's stay relief motion for conflicts purposes (.30)	0.30
08/21/12	MG8	Participate in telephone conference with J. Scoliard and N. Campbell regarding Wells Fargo's stay relief issues with respect to the Dexter landlord litigation pending in California and related follow-up (.50)	0.50
08/21/12	JZ	Confer with working group regarding issues related to upcoming automatic stay hearing and potential need for Curtis at hearing (.20)	0.20
TOTAL HOURS			37.30

Summary of Services

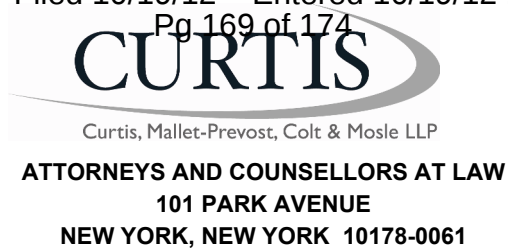
	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Steven J. Reisman	Partner	6.80	830	5,644.00
Turner P. Smith	Partner	2.80	830	2,324.00
Michael Ari Cohen	Partner	4.00	730	2,920.00
Maryann Gallagher	Counsel	18.40	625	11,500.00
James Zimmer	Associate	5.30	345	1,828.50
		37.30		\$24,216.50

October 16, 2012
Inv # 1552240
Our Ref # 062108-000430

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TOTAL SERVICES **\$24,216.50**

TOTAL THIS INVOICE **\$24,216.50**

**Outstanding Accounts Receivable**

Invoice Date	Invoice Number	Invoice Amount	Payment Amount	Balance Due
09/12/12	1547996	94,623.00	0.00	94,623.00
		Prior Balance		\$94,623.00
		Balance Due		\$118,839.50



Curtis, Mallet-Prevost, Colt & Mosle LLP

ATTORNEYS AND COUNSELLORS AT LAW

101 PARK AVENUE

NEW YORK, NEW YORK 10178-0061

PLEASE RETURN THIS REMITTANCE WITH YOUR PAYMENT

Payment Instructions:

Wire Funds to -	Bank:	Citibank
	ABA Routing #:	021000089
	F/B/O:	Curtis Mallet-Prevost Colt & Mosle LLP
	Account#	40585074

Mail Checks to - Curtis Mallet-Prevost Colt & Mosle LLP
General Post Office
P.O. Box 27930
New York, NY 10087-7930

Residential Capital, LLC

Inv. # 1552240

Total Services	24,216.50
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Total Expenses	0.00
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Applied Credit	0.00
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Total This Invoice	\$24,216.50
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ACCOUNTS RECEIVABLE AGING - PRIOR BALANCE

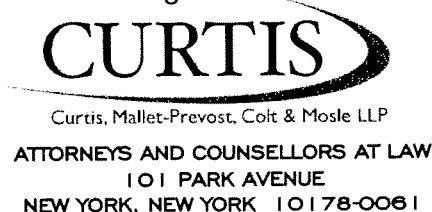
0 - 30 Days	31 - 60 Days	61 - 90 Days	91 - 120 Days	Over 120 Days	Total
	94,623.00				94,623.00

Balance Due	\$118,839.50
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If you require further information regarding past due accounts, please contact Chandanie Doma (Accounts Receivable Coordinator) at (212)839-6807.

Federal & New York State
Identification Number 13-5018900

This Statement is payable when rendered
in USD.



Residential Capital, LLC
1100 Virginia Drive
MC: 190_FTW-M01
Fort Washington PA 19034

October 16, 2012

Inv. # 1552241
Our Ref. 062108-000700
SJR

Attention: Residential Capital, LLC

Re: Curtis Retention/Billing/Fee Applications

08/01/12 MG8	Attend to final review of and logistics relating to the service of the Monthly Fee Statement and numerous consultations with Curtis team regarding same (.40)	0.40
08/01/12 AD	Finish reviewing and revising the Monthly Fee Statement Cover Letter and related Charts for May 14, 2012 through and including June 30, 2012 (.50)	0.50
08/01/12 AD	Prepare and send Curtis' Monthly Fee Statement to Residential Capital, LLC via Overnight Mail (.80)	0.80
08/02/12 AD	Attend to the service of the May 14th through and including June 30th Monthly Fee Statement (.50)	0.50
08/02/12 JZ	Confer with working group regarding May and June Monthly Fee Statement issues (.10)	0.10
08/06/12 JZ	Confer with working group regarding preparation of July Monthly Fee Statement (.10)	0.10
08/08/12 JZ	Confer with working group regarding issues related to preparation of July Monthly Fee Statement (.10)	0.10
08/16/12 JZ	Attend to preparation of July Monthly Fee Statement and issues related to same (.40)	0.40
08/20/12 JZ	Confer with working group regarding preparation of July Monthly Fee Statement and issues related to same (.20)	0.20
08/21/12 JZ	Confer and correspond with working group regarding additional conflicts search parties for CMH matter and Curtis' ability to represent debtors in connection with action for conflicts purposes (.30)	0.30
08/21/12 JZ	Review conflicts searches in connection with CMH matter (.20)	0.20
08/22/12 AD	Update July 2012 Monthly Fee Statement Charts and related Cover Letter (1.00)	1.00
08/29/12 AD	Prepare Ally's "Request to Add or Modify Timekeepers/Billing Rates" chart per the request of M. Gallagher (2.00)	2.00

October 16, 2012
Inv # 1552241
Our Ref # 062108-000700

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08/29/12	JZ	Confer and correspond with working group regarding preparation of July Monthly Fee Statement and related issues (.20)	0.20
08/29/12	JZ	Confer and correspond with working group regarding preparation of July Monthly Fee Statement (.10)	0.10
08/29/12	JZ	Review and revise July Monthly Fee Statement (.20)	0.20
TOTAL HOURS			7.10

Summary of Services

	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Maryann Gallagher	Counsel	0.40	625	250.00
James Zimmer	Associate	1.90	345	655.50
Alana Dreiman	Legal Assistant	4.80	230	1,104.00
		7.10		\$2,009.50
TOTAL SERVICES				\$2,009.50

Summary of Expenses

External Photocopy Services	40.40
TOTAL EXPENSES	\$40.40

TOTAL THIS INVOICE	\$2,049.90
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CURTIS

Curtis, Mallet-Prevost, Colt & Mosle LLP

ATTORNEYS AND COUNSELLORS AT LAW
101 PARK AVENUE
NEW YORK, NEW YORK 10178-0061

Outstanding Accounts Receivable

Invoice Date	Invoice Number	Invoice Amount	Payment Amount	Balance Due
07/30/12	1538155	17,825.50	0.00	17,825.50
07/31/12	1544991	22,513.50	0.00	22,513.50
09/12/12	1547997	12,944.00	0.00	12,944.00
Prior Balance				\$53,283.00
Balance Due				\$55,332.90



Curtis, Mallet-Prevost, Colt & Mosle LLP

ATTORNEYS AND COUNSELLORS AT LAW
101 PARK AVENUE
NEW YORK, NEW YORK 10178-0061

PLEASE RETURN THIS REMITTANCE WITH YOUR PAYMENT

Payment Instructions:

Wire Funds to - Bank: Citibank
ABA Routing #: 021000089
F/B/O: Curtis Mallet-Prevost Colt & Mosle LLP
Account#: 40585074

Mail Checks to - Curtis Mallet-Prevost Colt & Mosle LLP
General Post Office
P.O. Box 27930
New York, NY 10087-7930

Residential Capital, LLC
Inv. # 1552241

Total Services 2,009.50

Total Expenses 40.40

Applied Credit 0.00

Total This Invoice \$2,049.90

ACCOUNTS RECEIVABLE AGING - PRIOR BALANCE

<u>0 - 30 Days</u>	<u>31 - 60 Days</u>	<u>61 - 90 Days</u>	<u>91 - 120 Days</u>	<u>Over 120 Days</u>	<u>Total</u>
	12,944.00	40,339.00			53,283.00

Balance Due \$55,332.90

**If you require further information regarding past due accounts, please contact
Chandanie Doma (Accounts Receivable Coordinator) at (212)839-6807.**

Federal & New York State
Identification Number 13-5018900

This Statement is payable when rendered
in USD.